

EXHIBIT G

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

Chapter 11

Case No. 20-20230 (PRW)

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Members of Official Committees* [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed its *Second Interim Fee Application of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of the Debtor for the Period August 1, 2020 Through December 31, 2020*, a copy of which is attached hereto and hereby served upon you.

PACHULSKI STANG ZIEHL & JONES LLP

Dated: February 3, 2021

/s/ Ilan D. Scharf
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Counsel to the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK**

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

Chapter 11

Case No. 20-20230 (PRW)

**COVER SHEET TO SECOND INTERIM FEE APPLICATION OF PACHULSKI
STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE DEBTOR FOR
THE PERIOD AUGUST 1, 2020 THROUGH DECEMBER 31, 2020**

Name of Applicant: Pachulski Stang Ziehl & Jones LLP ("PSZJ")

Authorized to Provide Professional Services to: The Official Committee of Unsecured
Creditors of the Debtor

Date of Order Authorizing Employment: Order entered June 17, 2020 [Doc 409]
effective as of April 9, 2020

Period for Which Compensation is Sought: August 1, 2020 – December 31, 2020
(the "Second Compensation Period")

Amount of Fees Sought: \$561,879.50

Amount of Expense Reimbursement Sought: \$ 1,231.84

This is PSZJ's Second Interim fee application.

Blended Rate in this Application for All Attorneys:	\$699.25
Blended Rate in this Application for All Timekeepers:	\$689.76
Compensation Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but Not Yet Allowed:	\$383,695.60
Compensation Sought in this Application Not Paid Pursuant to a Monthly Compensation Order:	\$178,183.90
Expenses Sought in this Application Already Paid Pursuant to a Monthly Compensation Order but Not Yet Allowed:	\$1,205.51

I. PRIOR MONTHLY STATEMENTS AND INTERIM APPLICATIONS FILED

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
07/08/20	04/09/20 – 05/31/20	\$136,667.50	\$610.34	\$136,667.50	\$610.34
08/10/20	06/01/20 – 06/30/20	\$140,502.50	\$488.87	\$140,502.50	\$488.87
08/27/20	07/01/20 – 07/31/20	\$120,567.50	\$266.87	\$120,567.50	\$266.87
12/17/20	08/01/20 – 08/31/20	\$160,662.50	\$536.59	\$128,530.00	\$536.59
12/17/20	09/01/20 – 09/30/20	\$155,774.50	\$542.38	\$124,819.60	\$542.38
12/28/20	10/01/20 – 10/31/20	\$ 88,162.50	\$ 49.87	\$ 70,530.00	\$ 49.87
12/30/20	11/01/20 – 11/30/20	\$ 75,020.00	\$ 76.67	\$ 60,016.00	\$ 76.67
01/27/21	12/01/20 – 12/31/20	\$ 82,260.00	\$ 26.33	Pending	Pending

II. PSZ&J PROFESSIONALS

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including Changes) (Rates capped at \$700/hour)	Total Hours Billed	Total Compensation
Ilan D. Scharf	Partner 2010; Member of NY Bar since 2002	\$700.00	121.40	\$ 84,980.00
Richard E. Mikels	Partner 2016; Member of MA Bar since 1972; Member of NY Bar since 2015	\$700.00	84.30	\$ 59,010.00
Jason S. Pomerantz	Partner 2019; Member of CA Bar since 1991	\$700.00	388.70	\$272,090.00
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$700.00	17.30	\$ 12,110.00
Gail S. Greenwood	Of Counsel 2009; Member of CA Bar since 1994	\$700.00	165.50	\$115,850.00
Cia H. Mackle	Of Counsel 2007; Member of FL Bar since 2006	\$675.00	2.60	\$ 1,755.00
Hayley R. Winograd	Associate 2020; Member of NY Bar since 2018	\$625.00	7.00	\$ 4,375.00
Leslie A. Forrester	Law Library Director	\$450.00	1.30	\$ 585.00

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including Changes) (Rates capped at \$700/hour)	Total Hours Billed	Total Compensation
La Asia Canty	Paralegal 2017	\$425.00	21.90	\$ 9,307.50
Cheryl A. Knotts	Paralegal 2000	\$395.00	2.10	\$ 829.50
Melisa DesJardien	Legal Assistant	\$395.00	2.50	\$ 987.50

Grand Total: \$561,879.50

Total Hours: 814.60

Blended Rate: \$689.76

III. COMPENSATION BY CATEGORY

Project Categories	Total Hours	Total Fees
Asset Analysis/Recovery	201.60	\$140,322.50
Avoidance Actions	39.30	\$ 27,447.50
Asset Disposition	10.00	\$ 7,000.00
Bankruptcy Litigation	26.50	\$ 17,532.50
Case Administration	7.70	\$ 3,355.00
Claims Admin./Objections	37.30	\$ 26,110.00
Compensation of Professional	35.70	\$ 21,717.00
Compensation of Prof./Others	3.00	\$ 1,330.00
Financing	0.60	\$ 420.00
General Creditors Comm.	48.70	\$ 34,090.00
Plan & Disclosure Statement	155.20	\$108,612.50
Retention of Prof./Others	3.80	\$ 2,660.00
Stay litigation	60.80	\$ 42,202.50
Tax Issues	184.40	\$129,080.00

IV. EXPENSE SUMMARY

Expense Category	Service Provider (if applicable) ¹	Total Expenses
Bloomberg		\$212.60
Conference Call	Loop Up; AT&T Conference Call	\$152.05
Federal Express		\$ 14.82
Legal Research	Lexis/Nexis	\$400.66

¹ PSZ&J may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

Expense Category	Service Provider (if applicable) ¹	Total Expenses
Court Research	Pacer	\$277.60
Postage	US Mail	\$ 52.81
Reproduction Expense		\$ 46.00
Reproduction/ Scan Copy		\$ 75.30

The total time expended in connection with the preparation of this application is not included herein, as additional time was expended after the Second Compensation Period.

Respectfully submitted,

PACHULSKI STANG ZIEHL & JONES LLP

Dated: February 3, 2021

/s/ Ilan D. Scharf
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Counsel to the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK**

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

Chapter 11

Case No. 20-20230 (PRW)

**SECOND INTERIM FEE APPLICATION OF PACHULSKI
STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
THE DEBTOR FOR THE PERIOD AUGUST 1, 2020 THROUGH DECEMBER 31, 2020**

Pachulski Stang Ziehl & Jones LLP. (“**PSZJ**” or the “**Firm**”), counsel to the official committee of unsecured creditors of the debtor (the “**Committee**”), hereby submits this Second Interim fee application, pursuant to 11 U.S.C. §§ 330 and 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, for (a) allowance of interim compensation for professional services performed by PSZJ for the period commencing August 1, 2020 through and including December 31, 2020 (the “**Second Compensation Period**”) in the amount of \$561,879.50, and (b) reimbursement of its actual and necessary expenses in the amount of \$1,231.84 incurred during the Second Compensation Period, on the following grounds:

I. JURISDICTION

1. The Court has jurisdiction over this application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for relief are sections 330 and 331 of Title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

II. BACKGROUND

4. On March 12, 2020 (the “**Petition Date**”), Rochester Drug Co-Operative, Inc. (the “**Debtor**”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor remains in possession of its property and continues to operate and maintain its organization as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On April 7, 2020, the United States Trustee appointed the Committee, pursuant to section 1102 of the Bankruptcy Code. *See Appointment of Committee of Unsecured Creditors* [Doc 138]. Following the Committee’s appointment, the Committee, subject to Court approval, retained PSZJ as its counsel.

6. On or about May 12, 2020, PSZJ filed its application seeking to be employed in this case (“**Retention Application**”). As set forth in the declaration of Ilan D. Scharf in support of the Retention Application, due to the unique circumstances of this case, PSZJ proposed to charge hourly rates which are below its regular hourly rates, specifically, to charge its normal and customary hourly rates, subject to a cap of \$700 per hour. On June 17, 2020, the Court entered its “Order Authorizing and Approving the Employment of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors of the Debtor Effective as of April 9, 2020” (the “**Retention Order**” [Doc 409], authorizing the

employment of PSZJ as counsel to the Committee effective as of April 9, 2020. The Retention Order authorized PSZJ to apply for compensation for professional services rendered and reimbursement of expenses as set forth in the Retention Application, subject to the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any other applicable procedures and orders of this Court.

7. PSZJ did not receive a retainer in connection with its employment and, to date, has only received compensation for services and reimbursement of expenses pursuant to the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Members of Official Committees* entered May 26, 2020 (the “**Interim Compensation Order**”) [Doc 333].

8. Pursuant to the Interim Compensation Order, PSZJ has filed notices of invoices for services rendered during the Second Compensation Period. Copies of such notices are attached hereto as Exhibits A to E. A summary of these notices is as follows:

Second Compensation Period	Total Fees	80% of Fees	20% Holdback	100% Expenses	Total Paid during 2nd Compensation Period
08/01/20 – 08/31/20	\$160,662.50	\$128,530.00	\$32,132.50	\$536.59	\$129,066.59
09/01/20 – 09/30/20	\$155,774.50	\$124,619.60	\$31,154.90	\$542.38	\$125,161.98
10/01/20 – 10/31/20	\$ 88,162.50	\$ 70,530.00	\$17,632.50	\$ 49.87	\$ 70,579.87
11/01/20 – 11/30/20	\$ 75,020.00	\$ 60,016.00	\$15,004.00	\$ 76.67	\$ 60,092.67
12/01/20 – 12/31/20	\$ 82,260.00	\$ 65,808.00	\$16,452.00	\$ 26.33	\$0.00
Total:	\$561,879.50	\$449,503.60	\$112,375.90	\$1,231.84	\$384,901.11

9. Accordingly, pursuant to the notices of invoices filed for the Second Compensation Period, PSZJ has received a total amount of \$384,901.11. There remains unpaid a total amount of \$178,210.23 for the Second Compensation Period.

Summary of Services Rendered by PSZJ During the Second Compensation Period¹

10. During the Second Compensation Period, PSZJ has rendered numerous, varied and substantial services to the Committee in connection with this case, including but not limited to:

A. Asset Analysis and Recovery

11. This category relates to work regarding asset analysis and recovery issues. During the Second Compensation Period, the Firm, among other things: (1) reviewed and analyzed potential litigation claims; (2) reviewed and analyzed documents produced by the Debtor; (3) reviewed and analyzed issues regarding dividends; (4) reviewed and analyzed a Deferred Prosecution Agreement regarding factual admissions and allegations; (5) reviewed and analyzed RICO issues, including issues regarding civil RICO claims; (6) reviewed and analyzed issues regarding unsettled anti-trust claims; (7) reviewed and analyzed accounts payable issues; (8) reviewed and analyzed issues regarding estate claims; (9) reviewed and analyzed the Debtor's document production regarding Board of Directors payments, Offering Memorandum, and corporate documents relating to bylaws and amendments; (10) reviewed and analyzed financial statements; (11) reviewed and analyzed corporate records; (12) reviewed and analyzed insurance issues and related documents; (13) monitored the status of open document and

¹ PSZ&J billed some similar services to different categories. Such billing has not resulted in any duplication of fees.

information requests; (14) reviewed and analyzed issues regarding a prospective buyer relating to anti-trust claims; (15) reviewed and analyzed corporate law issues regarding fiduciary duty and related liability; (16) reviewed and analyzed pending class actions and maintained a chart regarding such matters; (17) reviewed and analyzed due diligence requests and the Debtor's responses and performed work regarding a list of additional issues; (18) reviewed and analyzed issues regarding the Buffalo Clinical Services matter, and reviewed and analyzed a draft settlement agreement; (19) reviewed and analyzed issues regarding insurer response to subpoena and motion to compel; (20) reviewed and analyzed case strategy issues; (21) performed work regarding accounts receivable settlement negotiations and settlement agreement language; (22) reviewed and analyzed the Alliance Agreement and related documents regarding due diligence issues; (23) prepared for and attended a telephonic conference with the Debtor's principals and counsel regarding due diligence issues; (24) attended to issues regarding missing minutes of Board of Directors meetings; (25) performed work regarding additional documents and information needed; (26) reviewed and analyzed issues regarding the business judgment rule, non-statutory insiders and the timing of distributions and prepared a memorandum regarding such issues; (27) reviewed and analyzed issues regarding application of the Wagoner rule relating to RICO claims; (28) reviewed and analyzed issues regarding lack of compliance oversight and potential witnesses; (29) performed work regarding supplemental document requests; (30) reviewed and analyzed issues regarding settlement proposals; (31) attended to issues regarding settlements in the collections matters; (32) reviewed and analyzed the status of pending opioid litigation in State and Multi-District Litigation; (33) performed work regarding a

502(e) agreement; (34) performed work regarding an agreement relating to document production; (35) prepared for and attended a teleconference with the Liquidating Trustee regarding accounts receivable matters; (36) performed work regarding a revised settlement agreement in the Paradiso matter; (37) reviewed and analyzed issues regarding Board of Directors fees; (38) reviewed and analyzed supplemental due diligence responses from the Debtor regarding subscriptions and members; (39) reviewed and analyzed Net Operating Loss issues; (40) reviewed and analyzed additional Board of Directors meeting minutes and related documents and updated a chronology; (41) reviewed and analyzed the M&T subordination agreement; (42) performed work regarding a draft preference report; (43) reviewed and analyzed issues regarding confirmation and post-confirmation litigation; (44) monitored the status of accounts receivable matters; (45) reviewed and analyzed issues and documents regarding the Hiscox matter; (46) performed work regarding an updated preference analysis; (47) reviewed and analyzed a memorandum regarding litigation claims and chronology; (48) reviewed and analyzed documents regarding potential litigation claims; (49) reviewed and analyzed potential preferential transfers relating to Officers and Directors; (50) performed work regarding the OptiSource settlement agreement; and (51) corresponded and conferred regarding asset analysis and recovery issues.

Fees: \$140,322.50; Hours: 201.60

B. Avoidance Actions

12. This category relates to work regarding the recovery of avoidable transfers. During the Second Compensation Period, the Firm, among other things: (1) reviewed

and analyzed documents regarding vendor payment issues relating to a preference analysis;

(2) reviewed and analyzed New York fraudulent transfer law regarding insider issues;

(3) reviewed and analyzed issues regarding potential key witnesses and dividend recipients;

(4) reviewed and analyzed potential preference causes of action; (5) reviewed and analyzed issues regarding rebates or discounts as new value relating to preferential transfers; (6) reviewed and analyzed issues regarding the company programs; (7) reviewed and updated a report regarding preferences; and (8) corresponded and conferred regarding avoidance action issues.

Fees: \$27,447.50; Hours: 39.30

C. Asset Disposition

13. This category relates to work regarding sales and other asset disposition issues. During the Second Compensation Period, the Firm, among other things: (1) reviewed and analyzed issues regarding a potential interest in Fairfield property; (2) reviewed and analyzed cause of action sale issues; (3) reviewed and analyzed inventory sale issues; (4) reviewed and analyzed issues regarding the Rochester auction; (5) reviewed and analyzed issues regarding competing bids; (6) prepared for and telephonically attended an auction of Rochester assets on September 2, 2020; (7) reviewed and analyzed documents and issues in connection with the sale of Settled Anti-Trust Claims, and prepared for and telephonically attended an auction on September 23, 2020 of such claims; (8) attended to issues regarding sale

orders; (9) prepared for and attended a hearing on October 2, 2020 regarding the sale of settled antitrust claims; and (10) corresponded and conferred regarding asset disposition issues.

Fees: \$7,000.00; Hours: 10.00

D. Bankruptcy Litigation

14. This category relates to work regarding motions or adversary proceedings in the Bankruptcy Court. During the Second Compensation Period, the Firm, among other things: (1) reviewed and analyzed PIP class motions to compel subpoena compliance by insurers, and the response; (2) reviewed and analyzed antitrust litigation issues; (3) reviewed and analyzed a civil RICO complaint; (4) reviewed and analyzed issues regarding the Doud matter; (5) reviewed and analyzed issues regarding documents received and additional documents to request from the Debtor; (6) performed work regarding supplemental document requests; (7) attended to issues regarding a clawback agreement; (8) performed work regarding a *pro hac vice* motion; (9) reviewed and analyzed issues regarding the Giroux matter, including settlement and subordination issues; (10) reviewed and analyzed issues regarding whether a subordination agreement is an executory contract; (11) reviewed and analyzed potential litigation claims by the estate; and (12) corresponded and conferred regarding bankruptcy litigation issues.

Fees: \$17,532.50; Hours: 26.50

E. Case Administration

15. This category relates to work regarding administration of this case. During the Second Compensation Period, the Firm, among other things, maintained a critical

dates memorandum, maintained a work-in-progress list, and conferred regarding case administration issues.

Fees: \$3,355.00; Hours: 7.70

F. Claims Administration and Objections

16. This category relates to work regarding claims administration and claims objections. During the Second Compensation Period, the Firm, among other things:

(1) reviewed and analyzed municipality claims; (2) reviewed and analyzed issues regarding multiple claims; (3) performed work regarding a claims review and analysis; (4) reviewed and analyzed class claimants' motions to compel; (5) reviewed and analyzed school district claims; (6) reviewed and analyzed litigation claims, including damage issues; (7) reviewed and analyzed insurance issues; (8) performed work regarding a memorandum of claims analysis and categories; (9) performed work regarding a stipulation relating to school class claims; (10) reviewed and analyzed the Giroux agreement and related documents; (11) reviewed and analyzed issues regarding tort based claims; and (12) corresponded and conferred regarding claim issues.

Fees: \$26,110.00; Hours: 37.30

G. Compensation of Professionals

17. This category relates to issues regarding the compensation of the Firm. During the Second Compensation Period, the Firm, among other things: (1) performed work regarding its June, July, August, September, October, November and December 2020 monthly fee statements relating to the preparation of fee applications; (2) monitored the status and filing

of fee statements; (3) performed work regarding the Firm's First and Second interim fee applications; (4) prepared for and attended a fee application hearing on October 16, 2020; and (5) corresponded regarding compensation issues.

Fees: \$21,717.00; Hours: 35.70

H. Compensation of Professionals --Others

18. This category relates to issues regarding the compensation of professionals, other than the Firm. During the Second Compensation Period, the Firm, among other things: (1) performed work regarding GlassRatner monthly fee statements and its First interim fee application; (2) monitored the status and filing of fee statements; and (3) corresponded regarding compensation issues.

Fees: \$1,330.00; Hours: 3.00

I. Financing

19. This category relates to issues regarding Debtor in Possession financing and use of cash collateral. During the Second Compensation Period, the Firm, among other things, reviewed and analyzed budget forecast issues, and reviewed and analyzed issues regarding a Bank payoff letter.

Fees: \$420.00; Hours: 0.60

J. General Creditors Committee

20. This category relates to general Committee issues. During the Second Compensation Period, the Firm, among other things: (1) performed work regarding the selection of a Liquidating Trustee; (2) prepared for and participated in conferences with the Committee

and the Liquidating Trustee regarding case issues; (3) reviewed and analyzed antitrust issues; (4) attended to status report issues; (5) reviewed and analyzed issues regarding document requests; (6) reviewed and analyzed Plan issues; (7) performed work regarding a teleconference with the Debtor's representatives; (8) reviewed and analyzed issues regarding an M&T Bank letter; (9) performed work regarding a non-disclosure agreement for the Liquidating Trust; (10) reviewed and analyzed IRS tax claim issues; (11) reviewed and analyzed Liquidating Trust agreement issues; (12) reviewed and analyzed timeline issues; (13) reviewed and analyzed document retention issues; (14) reviewed and analyzed issues regarding Doud, Hiscox and OptiSource litigation; and (15) conferred and corresponded regarding general Committee issues.

Fees: \$34,090.00; Hours: 48.70

K. Plan and Disclosure Statement

21. This category relates to issues regarding a Plan of Reorganization ("Plan") and Disclosure Statement. During the Second Compensation Period, the Firm, among other things: (1) attended to issues regarding the Liquidating Trust and Liquidating Trustee; (2) reviewed and analyzed a Plan and Disclosure Statement; (3) reviewed and analyzed issues regarding objections to the Plan and Disclosure Statement; (4) performed work regarding revisions to the Plan and Disclosure Statement; (5) performed work regarding transition issues relating to the Liquidating Trust; (6) prepared for and attended a telephonic conference with the Debtor's employees and professionals and the Liquidating Trustee regarding transition issues; (7) prepared for and attended a telephonic conference with the Liquidating Trustee regarding litigation claims; (8) attended to timeline issues regarding confirmation and Plan effective date;

(9) reviewed and analyzed Plan and Disclosure Statement issues relating to possible settlement with the IRS; (10) reviewed and analyzed issues regarding an amended Plan and Disclosure Statement; (11) performed work regarding drafting a Liquidating Trust agreement; (12) reviewed and analyzed Plan-related contract rejection issues; (13) reviewed and analyzed objections to the Plan and Disclosure Statement; (14) reviewed and analyzed issues regarding the potential impact of the IRS settlement on the Liquidating Trust; (15) reviewed and analyzed the Plan regarding treatment of the IRS claim; (16) performed work regarding an amended Plan and Disclosure Statement; (17) reviewed and analyzed exculpation issues; (18) performed research; (19) performed work regarding revisions to the Liquidating Trust Agreement; and (20) conferred and corresponded regarding Plan and Disclosure Statement issues.

Fees: \$108,612.50; Hours: 155.20

L. Retention of Professionals--Others

22. This category relates to issues regarding the retention of professionals, other than the Firm. During the Second Compensation Period, the Firm, among other things: (1) performed work regarding the selection of a Liquidating Trustee; and (2) corresponded and conferred regarding retention issues.

Fees: \$2,660.00; Hours: 3.80

M. Stay Litigation

23. This category relates to work regarding the automatic stay and relief from stay motions. During the Second Compensation Period, the Firm, among other things: (1) reviewed and analyzed the Roy relief from stay motion and performed work regarding an

objection to such motion; (2) reviewed and analyzed the Echo Drugs and Nelroy Drugs relief from stay motions and performed work regarding objections to such motions; (3) reviewed and analyzed the Nelroy Drugs and Echo Drugs motions for reconsideration and performed work regarding an Omnibus response; (4) reviewed and analyzed a supplemental declaration regarding the Echo Drugs relief from stay motion; (5) prepared for and attended a hearing on October 23, 2020 on the Nelroy Drugs and Echo Drugs relief from stay matters; (6) reviewed and analyzed the Doud motion for relief from stay and the Debtor's response; (7) reviewed and analyzed insurance issues relating to the Doud motion for relief from stay; (8) reviewed and analyzed joinder issues regarding the Doud motion; and (9) corresponded and conferred regarding stay litigation issues.

Fees: \$42,202.50; Hours: 60.80

N. Tax Issues

24. This category relates to work regarding tax issues. During the Second Compensation Period, the Firm, among other things: (1) reviewed and analyzed issues regarding the IRS claim; (2) reviewed and analyzed issues regarding possible objections to the IRS claim; (3) reviewed and analyzed government claims in other drug cases; (4) reviewed and analyzed issues regarding Internal Revenue Code Section 280(e); (5) reviewed and analyzed financial documents; (6) reviewed and analyzed the Debtor's draft objection to the IRS claim; (7) reviewed and analyzed constitutional issues relating to IRS tax claim; (8) performed work regarding a joinder to objection to the IRS claim; (9) reviewed and analyzed the IRS assertion of priority claim status; (10) reviewed and analyzed defenses to objections to the IRS claim;

(11) reviewed and analyzed Net Operating Loss issues; (12) performed work regarding negotiations with the IRS; (13) reviewed and analyzed potential settlement issues; (14) performed work regarding an IRS settlement term sheet; (15) performed work regarding a settlement agreement with the IRS; (16) prepared for and attended conference calls with the Debtor's representatives regarding the IRS claim settlement; (17) reviewed and analyzed proposed additional changes by the Department of Justice to the IRS settlement agreement; and (18) corresponded and conferred regarding tax issues.

Fees: \$129,080.00; Hours: 184.40

25. The above-referenced description of services is not intended to be exhaustive of the scope of PSZJ's services rendered on behalf of the Committee. A full accounting of all services rendered on behalf of the Committee during the Second Compensation Period is contained in related time records attached to the notices of invoices, attached hereto as Exhibits A to E.

26. As contained in the time records attached to the notices of invoices, PSZJ has expended a total of 814.60 hours during the Second Compensation Period representing the Committee in this case. The value of the services rendered to the Committee by PSZJ is \$561,879.50 and PSZJ has incurred actual and necessary out-of-pocket expenses in the amount of \$1,231.84 during the Second Compensation Period in connection with such professional services.

III. RELIEF REQUESTED

27. By this application, PSZJ requests entry of an order, substantially in the form attached as Exhibit F: (a) allowing, on an interim basis, \$561,879.50 as compensation for professional services rendered and \$1,231.84 as reimbursement of actual and necessary out-of-pocket expenses incurred during the Second Compensation Period in connection with such professional services, and (b) directing the Debtor to pay PSZJ the amount of \$178,210.23 for the total unpaid portion of the Second Compensation Period.

Professional Services Rendered During the Second Compensation Period

28. The value of the professional services rendered to the Committee during the Second Compensation Period has been billed at rates normally charged by PSZJ for comparable services performed for other clients, subject to a \$700/hour cap. The requested fees in the amount of \$561,879.50 are reasonable under the circumstances, and reflect the expertise of counsel in representing the Committee in this case.

29. PSZJ has attempted to avoid any duplication of services by its professionals in rendering services. When more than one professional participated in any conference or hearing, such joint participation was necessary because of the complexity of the legal issues involved, the various legal disciplines required, or the need to familiarize the professional with such matters so that he or she could independently perform further essential services in connection with this case.

30. Each entry itemized in PSZJ's time records includes (a) use of a project category (each a "**Project Category**"), (b) a description of each activity or service that an

individual performed, and (c) the number of hours (in increments of one-tenth of an hour) spent by an individual performing the activity or providing service. Attached as Exhibit G is a list of the aggregate recorded hours, blended rate and fees incurred for each Project Category.

Actual and Necessary Expenses Incurred During the Second Compensation Period

31. During the Second Compensation Period, PSZJ has incurred actual and necessary out-of-pocket expenses in the total amount of \$1,231.84.

32. PSZJ seeks reimbursement for, among other things, the following types of expenses: (a) copy expenses; (b) conference calls; (c) online research; (d) delivery services and couriers; (e) postage; (f) trial transcript costs; and (g) miscellaneous expenses. Below is a summary of the actual and necessary out-of-pocket expenses incurred on behalf of the Committee during the Second Compensation Period:

EXPENSE CATEGORY	AMOUNT
Copy Expense	\$121.30
Conference Call	\$152.05
Online Research	\$890.86
Lexis-Nexis Research	\$400.66
PACER Research	\$277.60
Bloomberg	\$212.60
Postage	\$ 52.81
Federal Express	\$ 14.82
Total:	\$1,231.84

All expense entries detailed in PSZJ's time records include an itemization of the expenses by category, the date the expense was incurred, and the amount of the expense. The requested expenses are of the kind customarily charged by PSZJ for similar items in other similar matters. All expenses were incurred on behalf of the Committee, and all expenses paid to outside vendors were billed in this case by PSZJ at the rate charged to PSZJ.

IV. GROUND FOR GRANTING RELIEF REQUESTED

33. All of the services for which compensation is requested by PSZJ were performed for, or on behalf of, the Committee, and not on behalf of the Debtor, any creditor, examiner, trustee or any other entity. In addition, PSZJ has not entered into any agreements to fix fees or share compensation as prohibited by 18 U.S.C. § 155 and 11 U.S.C. § 504.

34. This interim application is made at this time due to the substantial amount of time devoted on behalf of the Committee during the Second Compensation Period and the impact that the expenditure of such an amount of time without further compensation will have upon PSZJ finances if compensation were delayed to a later time. Thus, Applicant respectfully submits that, pursuant to Local Rule 2016-1 and the Interim Compensation Order, Applicant should not be required to await the conclusion of this case to request the relief sought in this interim fee application.

35. As this Application demonstrates, the services that PSZJ has rendered on behalf of the Committee have been beneficial to the Committee and the Debtor's estate in that the services have been utilized to assist the Committee with those matters outlined above.

36. The attorneys primarily responsible for representing the Committee in connection with this case, Ilan D. Scharf and Jason S. Pomerantz, have extensive experience in representing creditors' committees, and in cases similar to this one.

37. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code that govern the Court's award of such compensation. See 11 U.S.C. § 331. Section 330 of the

Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1)(A)-(B). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

38. PSZJ has reviewed the requirements of each of the foregoing and believes that this application is in compliance with such requirements, as applicable.

39. In addition to the foregoing specified services, PSZJ believes that it has performed further services which are not reflected in the time records. It is impossible to record the detail of each letter, telephone call, conference time or research. Many such hours have been

performed to date, but PSZJ is not requesting compensation for them. Further, as set forth above, PSZJ has capped its hourly rate.

40. All services for which PSZJ seeks compensation, and expenses for which it seeks reimbursement, were performed on behalf of the Committee and were necessary and beneficial to the Committee. PSZJ worked diligently to anticipate or respond to the Committee's needs and assist in the navigation of this very complex chapter 11 case. The compensation requested herein is reasonable in light of the nature, extent, and value of such services rendered to the Committee.

41. In connection with the matters covered by this application, PSZJ received no payment and no promises of payment for services rendered, or to be rendered, from any source other than the Debtor's bankruptcy estate. There is no agreement or understanding between PSZJ and any other person, other than members of the firm, for the sharing of compensation received for services rendered in this case.

V. Valuation of Services

42. Attorneys and paraprofessionals of PSZ&J expended a total 814.60 hours in connection with their representation of the Committee during the Second Compensation Period, as follows:

Name of Professional Individual	Position of the Applicant, Number of Years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including Changes) (Rates capped at \$700/hour)	Total Hours Billed	Total Compensation
Ilan D. Scharf	Partner 2010; Member of NY Bar since 2002	\$700.00	121.40	\$ 84,980.00
Richard E. Mikels	Partner 2016; Member of MA Bar since 1972; Member of NY Bar since 2015	\$700.00	84.30	\$ 59,010.00
Jason S. Pomerantz	Partner 2019; Member of CA Bar since 1991	\$700.00	388.70	\$272,090.00
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$700.00	17.30	\$ 12,110.00
Gail S. Greenwood	Of Counsel 2009; Member of CA Bar since 1994	\$700.00	165.50	\$115,850.00
Cia H. Mackle	Of Counsel 2007; Member of FL Bar since 2006	\$675.00	2.60	\$ 1,755.00
Hayley R. Winograd	Associate 2020; Member of NY Bar since 2018	\$625.00	7.00	\$ 4,375.00
Leslie A. Forrester	Law Library Director	\$450.00	1.30	\$ 585.00
La Asia Canty	Paralegal 2017	\$425.00	21.90	\$ 9,307.50
Cheryl A. Knotts	Paralegal 2000	\$395.00	2.10	\$ 829.50
Melisa DesJardien	Legal Assistant	\$395.00	2.50	\$ 987.50

Grand Total: \$561,879.50

Total Hours: 814.60

Blended Rate: \$689.76

43. To the extent time or disbursement charges for services rendered or expenses incurred relate to the Second Compensation Period but were not processed prior to the preparation of this application or PSZJ has for any other reason not yet sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Second Compensation Period, PSZJ reserves the right to request compensation for such services and reimbursement of such expenses in a future application.

44. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZ&J is fair and reasonable given (a) the complexity of the case, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code. Moreover, PSZ&J has reviewed the requirements of Local Rule 2016-1 and the Interim Compensation Order entered May 26, 2020 and believes that this Application complies with such Rule and Order.

VI. NOTICE

45. Notice of this application is being given to (a) the Debtor, (b) the Debtor's counsel, (c) the U.S. Trustee, and (d) those parties who have appeared in this case or have requested notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, PSZJ respectfully requests the Court enter an order, substantially in the form attached as Exhibit F: (i) allowing, on an interim basis, \$561,879.50 as compensation for professional services rendered and \$1,231.84 as reimbursement of actual and necessary out-of-pocket expenses incurred during the Second Compensation Period in connection with such professional services; (ii) directing the Debtor to pay PSZJ the amount of \$178,210.23 for the unpaid amounts incurred during the Second Compensation Period; (iii) allowing such compensation for professional services rendered and reimbursement of actual and necessary out-of-pocket expenses incurred without prejudice to PSZJ's right to seek additional compensation for services performed and expenses incurred during the Second Compensation

Period, which were not processed at the time of this application; and (iv) granting PSZJ all other just and proper relief.

Respectfully submitted,

Date: February 3, 2021

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

James I. Stang (admitted *pro hac vice*)

Ilan D. Scharf

Jason S. Pomerantz

780 Third Avenue, 34th Floor

New York, NY 10017

Telephone: (212) 561-7700

Facsimile: (212) 561-7777

Email: jstang@pszjlaw.com

ischarf@pszjlaw.com

jspomerantz.com

*Counsel to the Official Committee of Unsecured
Creditors*

VERIFICATION

STATE OF NEW YORK :
:
COUNTY OF NEW YORK :

Ilan D. Scharf, after being duly sworn according to law, deposes and says:

a) I am a partner with the applicant law firm Pachulski Stang Ziehl & Jones LLP, and have been admitted to appear before this Court.

b) I am familiar with the work performed on behalf of the Committee by the lawyers and paraprofessionals of PSZ&J.

c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Local Rule 2016-1 and the Interim Compensation Order entered May 26, 2020 and believe that this Application substantially complies with such Rule and Order.

d) This interim application is made at this time due to the substantial amount of time devoted on behalf of the Committee during the Second Compensation Period and the impact that the expenditure of such an amount of time without further compensation will have upon PSZJ finances if compensation were delayed to a later time. Thus, Applicant respectfully submits that, pursuant to Local Rule 2016-1 and the Interim Compensation Order, Applicant should not be required to await the conclusion of this case to request the relief sought in this interim fee application.

/s/ Ilan D. Scharf

Ilan D. Scharf

EXHIBIT A
(Fourth Monthly Fee Statement)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Members of Official Committees* [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed the *Fourth Monthly Fee Statement of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc. for the Period August 1, 2020 Through August 31, 2020*, a copy of which is attached hereto and hereby served upon you.

Date: December 17, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

James I. Stang (*pro hac vice*)

Ilan D. Scharf

780 Third Avenue, 34th Floor

New York, NY 10017

Telephone: (212) 561-7700

Facsimile: (212) 561-7777

Email: jstang@pszjlaw.com

ischarf@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

**FOURTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES
LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE,
INC. FOR THE PERIOD AUGUST 1, 2020 THROUGH AUGUST 31, 2020**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors of Rochester Drug Co-Operative, Inc.
Date of Retention:	Order Entered June 17, 2020 [Docket No. 409] Employment Effective as of April 9, 2020
Period for which compensation and Reimbursement is sought:	August 1, 2020 through August 31, 2020
Amount of compensation sought as well as actual, reasonable and necessary:	\$128,530.00 (80% of \$160,662.50)
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$536.59

This is a X monthly ____ quarterly ____ final application

This is the fourth monthly fee statement by Pachulski Stang Ziehl & Jones LLP in this case.

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

August 31, 2020

Invoice 126534

Client 75015

Matter 00002

IDS

IDS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 08/31/2020

FEES	\$160,662.50
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EXPENSES	\$536.59
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TOTAL CURRENT CHARGES	\$161,199.09
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BALANCE FORWARD	\$176,268.37
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LAST PAYMENT	\$176,268.37
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TOTAL BALANCE DUE	\$161,199.09
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Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

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Invoice 126534
August 31, 2020

Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
CHM	Mackle, Cia H.	Counsel	675.00	2.60	\$1,755.00
GSG	Greenwood, Gail S.	Counsel	700.00	78.90	\$55,230.00
IDS	Scharf, Ilan D.	Partner	700.00	34.10	\$23,870.00
JSP	Pomerantz, Jason S.	Partner	700.00	84.00	\$58,800.00
LAF	Forrester, Leslie A.	Other	450.00	1.30	\$585.00
LSC	Canty, La Asia S.	Paralegal	425.00	7.70	\$3,272.50
REM	Mikels, Richard E.	Partner	700.00	21.20	\$14,840.00
WLR	Ramseyer, William L.	Counsel	700.00	3.30	\$2,310.00
				<hr/> 233.10	<hr/> \$160,662.50

Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AA	Asset Analysis/Recovery[B120]	106.00	\$73,402.50
AC	Avoidance Actions	17.00	\$11,837.50
AD	Asset Disposition [B130]	2.60	\$1,820.00
BL	Bankruptcy Litigation [L430]	5.70	\$3,662.50
CA	Case Administration [B110]	1.40	\$595.00
CO	Claims Admin/Objections[B310]	8.60	\$6,020.00
CP	Compensation Prof. [B160]	7.10	\$4,062.50
CPO	Comp. of Prof./Others	0.20	\$140.00
GC	General Creditors Comm. [B150]	18.60	\$13,020.00
PD	Plan & Disclosure Stmt. [B320]	22.40	\$15,652.50
RPO	Ret. of Prof./Other	3.80	\$2,660.00
SL	Stay Litigation [B140]	13.20	\$9,240.00
TI	Tax Issues [B240]	26.50	\$18,550.00
		233.10	\$160,662.50

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

Page: 4
Invoice 126534
August 31, 2020

Summary of Expenses

<u>Description</u>	<u>Amount</u>
Bloomberg	\$32.60
Conference Call [E105]	\$86.45
Lexis/Nexis- Legal Research [E	\$132.24
Pacer - Court Research	\$259.40
Postage [E108]	\$10.20
Reproduction Expense [E101]	\$5.00
Reproduction/ Scan Copy	\$10.70
	<hr/>
	\$536.59

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Analysis/Recovery[B120]						
08/03/2020	JSP	AA	Call with G. Greenwood and I. Scharf regarding potential litigation claims	0.60	700.00	\$420.00
08/03/2020	JSP	AA	Review/analyze documents produced by Debtor	2.80	700.00	\$1,960.00
08/03/2020	IDS	AA	Call with PSZJ team regarding litigation/investigation.	0.80	700.00	\$560.00
08/03/2020	GSG	AA	Review email and spreadsheets from Debtor re document production and dividends.	0.70	700.00	\$490.00
08/03/2020	GSG	AA	Conference call with J.S. Pomerantz and I. Scharf re document review and claims.	0.60	700.00	\$420.00
08/03/2020	GSG	AA	Review Deferred Prosecution Agreement re factual admissions and allegations; brief research re RICO application and elements.	2.90	700.00	\$2,030.00
08/03/2020	GSG	AA	Emails to/from Glass Ratner; preliminary review of data room.	0.50	700.00	\$350.00
08/04/2020	JSP	AA	Analysis of issues regarding Unsettled Anti-Trust claims based on correspondence from Debtor's professionals regarding same	1.80	700.00	\$1,260.00
08/05/2020	JSP	AA	Correspondence from N. Basalyga regarding document production	0.10	700.00	\$70.00
08/06/2020	JSP	AA	Participate on call regarding A/R issues	0.40	700.00	\$280.00
08/06/2020	JSP	AA	Call with Debtor's professionals regarding A/R issues	0.50	700.00	\$350.00
08/07/2020	JSP	AA	Call with Debtor's professionals regarding anti-trust litigation	0.30	700.00	\$210.00
08/07/2020	JSP	AA	Call with W. Weitz and D. Greenblatt regarding accounts payable documents and information from the Debtor	0.30	700.00	\$210.00
08/07/2020	JSP	AA	Call with N. Basalga regarding documents from Debtor regarding accounts payable issues pre-bankruptcy	0.30	700.00	\$210.00
08/07/2020	JSP	AA	Correspondence regarding proposed inventory sale	0.10	700.00	\$70.00
08/07/2020	IDS	AA	Call with Debtor regarding antitrust claims.	0.80	700.00	\$560.00
08/07/2020	IDS	AA	Review research/analysis regarding antitrust claims.	1.80	700.00	\$1,260.00
08/07/2020	GSG	AA	Research Second Circuit cases re application of in pari delicto defense and standards; notes re same.	5.50	700.00	\$3,850.00
08/09/2020	JSP	AA	Calls with D. Greenblatt regarding accounts payable information from Debtor	0.20	700.00	\$140.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/09/2020	JSP	AA	Review/analyze information from Debtor concerning accounts payable issues in period prior to bankruptcy filing	1.90	700.00	\$1,330.00
08/10/2020	JSP	AA	Notes regarding accounts payable information	0.40	700.00	\$280.00
08/10/2020	GSG	AA	Review Debtor's production re BOD payments, Offering Memo, and corporate documents re bylaws and amendments.	4.80	700.00	\$3,360.00
08/10/2020	GSG	AA	Review Debtor's production re audited financial statements and notes.	1.10	700.00	\$770.00
08/10/2020	GSG	AA	Review Debtor's production re BOD Minutes; notes re same.	2.30	700.00	\$1,610.00
08/11/2020	JSP	AA	Analysis regarding unsettled anti-trust litigation claims	0.80	700.00	\$560.00
08/11/2020	JSP	AA	Correspondence regarding anti-trust claims	0.10	700.00	\$70.00
08/11/2020	JSP	AA	Call w/ W. Weitz, D. Greenblatt re: AP process follow up and agenda for call w/ Debtor	0.70	700.00	\$490.00
08/11/2020	JSP	AA	Review accounts payable information from Debtor	0.60	700.00	\$420.00
08/11/2020	GSG	AA	Review ins and related docs produced by Debtor.	0.70	700.00	\$490.00
08/11/2020	GSG	AA	Review BOD minutes (2019-2020); prepare timeline and notes re same.	4.60	700.00	\$3,220.00
08/12/2020	JSP	AA	Confer with S. Meyer regarding anti-trust claims	0.30	700.00	\$210.00
08/12/2020	JSP	AA	Review correspondence regarding anti-trust claims	0.90	700.00	\$630.00
08/12/2020	JSP	AA	Review correspondence regarding status of document requests	0.90	700.00	\$630.00
08/12/2020	GSG	AA	Review BOD minutes (2013-2015); prepare notes and timeline re same.	6.20	700.00	\$4,340.00
08/13/2020	JSP	AA	Call with Debtor's AP group regarding report concerning payables during period before bankruptcy filing	0.50	700.00	\$350.00
08/13/2020	JSP	AA	Call with prospective buyer and RDC counsel regarding anti-trust claims	0.50	700.00	\$350.00
08/13/2020	JSP	AA	Review correspondence regarding anti-trust claims	0.40	700.00	\$280.00
08/13/2020	JSP	AA	Prepare for call on AP issues	0.80	700.00	\$560.00
08/13/2020	GSG	AA	Review Debtor's production re 2015 BOD minutes; notes re same.	1.30	700.00	\$910.00
08/14/2020	JSP	AA	Call with W. Weitz regarding AP information	0.40	700.00	\$280.00
08/14/2020	GSG	AA	Review Debtor's production re BOD minutes; prepare notes and chronology re same.	7.30	700.00	\$5,110.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/17/2020	JSP	AA	Correspondence regarding A/R claims, including terms of settlement agreement	0.80	700.00	\$560.00
08/17/2020	JSP	AA	Confer with N. Basalga regarding A/P information and follow up in connection with same	0.20	700.00	\$140.00
08/17/2020	JSP	AA	Correspondence from W. Weitz regarding A/P documents to continue to request from RDC	0.90	700.00	\$630.00
08/18/2020	JSP	AA	Correspondence to N. Basalga and others regarding document search	0.60	700.00	\$420.00
08/18/2020	JSP	AA	Call with W. Weitz and D. Greenblatt regarding RDC document searches	0.40	700.00	\$280.00
08/18/2020	JSP	AA	Correspondence to N. Basalga regarding remaining open document/information requests	0.60	700.00	\$420.00
08/18/2020	GSG	AA	Review updated Dropbox files from Debtor.	0.90	700.00	\$630.00
08/18/2020	GSG	AA	Review NY Bus. Corporations Law re fiduciary duties and liability.	2.70	700.00	\$1,890.00
08/19/2020	JSP	AA	Confer with B. Bieber regarding A/R issues	0.70	700.00	\$490.00
08/19/2020	JSP	AA	Further revisions to A/R settlement agreements per conversation with B. Bieber	0.60	700.00	\$420.00
08/19/2020	JSP	AA	Call w/ Debtor, Debtor Professionals re: vendor related email searches	0.50	700.00	\$350.00
08/19/2020	GSG	AA	Review NY Coop Corp Law and RDC incorporation documents.	0.60	700.00	\$420.00
08/20/2020	JSP	AA	Analysis of document response update based on correspondence from N. Basalga	0.40	700.00	\$280.00
08/20/2020	GSG	AA	Research/review related cases re adversary complaints.	0.70	700.00	\$490.00
08/20/2020	GSG	AA	Research re civil RICO claims.	1.70	700.00	\$1,190.00
08/21/2020	JSP	AA	Correspondence regarding documents requested/produced by RDC	0.80	700.00	\$560.00
08/21/2020	JSP	AA	Call with D. Greenblatt regarding document requests	0.20	700.00	\$140.00
08/21/2020	JSP	AA	Correspondence from B. Bieber regarding A/R issues	0.40	700.00	\$280.00
08/21/2020	GSG	AA	Review additional documents from debtor.	0.40	700.00	\$280.00
08/21/2020	GSG	AA	Review prepetition Doud complaint.	0.30	700.00	\$210.00
08/22/2020	JSP	AA	Analysis regarding credit issues based on correspondence from D. Greenblatt and W. Weitz	0.80	700.00	\$560.00
08/24/2020	JSP	AA	Call w/ W. Weitz, D. Greenblatt and D. Pagnotta re: e-mails searches	0.50	700.00	\$350.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/24/2020	IDS	AA	Email with G.Greenwood regarding claims.	0.40	700.00	\$280.00
08/24/2020	GSG	AA	Review Debtor documents re discovery status, additional outstanding documents, and issues for call with Greenblatt.	2.20	700.00	\$1,540.00
08/24/2020	GSG	AA	Review audited financials re annotations; review Doud pleadings and email re same.	1.70	700.00	\$1,190.00
08/24/2020	LSC	AA	Research regarding pending class actions and update chart regarding same.	2.90	425.00	\$1,232.50
08/25/2020	JSP	AA	Call with D. Greenblatt and others regarding documents requested from RDC and responses to same	0.40	700.00	\$280.00
08/25/2020	JSP	AA	Correspondence to N. Basalga regarding document request	0.10	700.00	\$70.00
08/25/2020	JSP	AA	Correspondence regarding A/R settlement issues	0.30	700.00	\$210.00
08/25/2020	GSG	AA	Conference call with D. Greenblatt, J.S. Pomerantz, and I. Scharf re discovery status.	0.40	700.00	\$280.00
08/25/2020	GSG	AA	Emails re informal discovery.	0.10	700.00	\$70.00
08/26/2020	JSP	AA	Confer with B. Bieber and others regarding A/R issues	0.90	700.00	\$630.00
08/26/2020	JSP	AA	Call with N. Basalglia and others regarding document requests	0.40	700.00	\$280.00
08/26/2020	JSP	AA	Review additional documents produced by RDC	0.80	700.00	\$560.00
08/26/2020	GSG	AA	Review diligence requests and written response by Debtors re meeting prep.	0.30	700.00	\$210.00
08/26/2020	GSG	AA	Conference call with RDC counsel re informal discovery and outstanding documents.	0.30	700.00	\$210.00
08/26/2020	GSG	AA	Review timeline and debtor's production re key documents and witnesses.	1.30	700.00	\$910.00
08/26/2020	GSG	AA	Draft list of additional issues for due diligence/inquiry.	0.80	700.00	\$560.00
08/26/2020	REM	AA	Confer with Michaelson regarding background.	0.70	700.00	\$490.00
08/26/2020	REM	AA	Review materials.	5.20	700.00	\$3,640.00
08/26/2020	REM	AA	Review materials.	2.30	700.00	\$1,610.00
08/27/2020	JSP	AA	Participate on weekly AR status call with Debtor and Glass Ratner professionals	0.40	700.00	\$280.00
08/27/2020	JSP	AA	Confer with B. Bieber and R. Feldman regarding Buffalo Clinical Services matter	1.80	700.00	\$1,260.00
08/27/2020	JSP	AA	Review A/R report from J. Kealey	0.30	700.00	\$210.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/27/2020	GSG	AA	Review insurer response to PIP subpoena and motion to compel.	0.30	700.00	\$210.00
08/27/2020	GSG	AA	Call with D. Greenblatt re analysis of patronage dividends.	0.10	700.00	\$70.00
08/27/2020	GSG	AA	Review additional BOD minutes and update timeline; emails to/from J.S. Pomerantz re additional issues and missing info.	1.00	700.00	\$700.00
08/28/2020	JSP	AA	Review and comment on draft settlement agreement - Buffalo Clinical	0.80	700.00	\$560.00
08/28/2020	GSG	AA	Call with J.S. Pomerantz re due diligence.	0.30	700.00	\$210.00
08/28/2020	GSG	AA	Emails to/from J.S. Pomerantz and D. Greenblatt re due diligence and meeting minutes.	0.20	700.00	\$140.00
08/28/2020	GSG	AA	Review debtor documents re outstanding topics; notes re additional documents and questions for debtor.	2.20	700.00	\$1,540.00
08/29/2020	JSP	AA	Confer with N. Basalyga regarding e-mail searches	0.20	700.00	\$140.00
08/29/2020	REM	AA	Review materials regarding company litigation.	1.40	700.00	\$980.00
08/30/2020	REM	AA	Preparation for internal call later today on strategy.	0.30	700.00	\$210.00
08/30/2020	REM	AA	Internal call on issues.	0.20	700.00	\$140.00
08/31/2020	GSG	AA	Call with J.S. Pomerantz re status of due diligence.	0.10	700.00	\$70.00
08/31/2020	REM	AA	Review research and comment on same.	0.70	700.00	\$490.00
				106.00		\$73,402.50

Avoidance Actions

08/08/2020	JSP	AC	Review correspondence and documents from N. Basalga regarding vendor payment issues relevant to preference analysis	2.10	700.00	\$1,470.00
08/17/2020	GSG	AC	Research re NY UFTA/UVTA causes of action and insiders.	3.90	700.00	\$2,730.00
08/17/2020	GSG	AC	Review Debtor's production of documents and SOFAs re voidable transfers; review employee data re key witnesses and tenure; notes re dividend recipients.	4.20	700.00	\$2,940.00
08/18/2020	GSG	AC	Review/research 2d Circuit cases re UFCA claims.	1.30	700.00	\$910.00
08/20/2020	JSP	AC	Analysis regarding potential preference causes of action	2.60	700.00	\$1,820.00
08/24/2020	JSP	AC	Confer with D. Greenblatt and W. Weitz regarding preferences	0.40	700.00	\$280.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/25/2020	CHM	AC	Legal research re rebates or discounts as new value in preference context; draft email to J. Pomerantz re same.	2.50	675.00	\$1,687.50
				17.00		\$11,837.50

Asset Disposition [B130]

06/11/2020	IDS	AD	Telephone conference with A. Kadish regarding potential interest in Fairfield property.	0.40	700.00	\$280.00
06/11/2020	IDS	AD	Email to PSZJ & AR teams regarding cause of Action Sales.	0.20	700.00	\$140.00
08/07/2020	IDS	AD	Email to Committee regarding inventory sale.	0.40	700.00	\$280.00
08/30/2020	JSP	AD	Confer with C. Hill regarding auction (Rochester)	0.10	700.00	\$70.00
08/31/2020	JSP	AD	Call with C. Hill regarding Rochester auction	0.20	700.00	\$140.00
08/31/2020	JSP	AD	Review correspondence/bids regarding Rochester sale/auction	1.30	700.00	\$910.00
				2.60		\$1,820.00

Bankruptcy Litigation [L430]

08/11/2020	GSG	BL	Review PIP class motions to compel subpoena compliance by insurers; email IDS re same.	0.90	700.00	\$630.00
08/14/2020	CHM	BL	Telephone conference with J. Pomerantz re antitrust litigation issue.	0.10	675.00	\$67.50
08/21/2020	LAF	BL	Legal research re: Civil RICO complaint.	1.00	450.00	\$450.00
08/24/2020	LAF	BL	Legal research re: Doud v RDC in WDNY.	0.30	450.00	\$135.00
08/25/2020	IDS	BL	Review response regarding insurer subpoenas.	0.80	700.00	\$560.00
08/26/2020	GSG	BL	Call with D. Greenblatt re discovery issues.	0.60	700.00	\$420.00
08/28/2020	JSP	BL	Call with N. Basalga regarding document production and supplement to same	0.20	700.00	\$140.00
08/28/2020	JSP	BL	Analysis regarding additional documents to request from the Debtor	0.70	700.00	\$490.00
08/31/2020	JSP	BL	Prepare for call with RDC group regarding process/procedures based on documents received thus far	1.10	700.00	\$770.00
				5.70		\$3,662.50

Case Administration [B110]

08/07/2020	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.60	425.00	\$255.00
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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/18/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.30	425.00	\$127.50
08/24/2020	LSC	CA	Update critical dates memo and WIP list; calendar entries and reminders.	0.50	425.00	\$212.50
				1.40		\$595.00

Claims Admin/Objections[B310]

08/03/2020	IDS	CO	Review analysis of municipality claims.	0.70	700.00	\$490.00
08/04/2020	IDS	CO	Call with Napoli regarding multiple claims.	0.80	700.00	\$560.00
08/04/2020	IDS	CO	Review issues/complaints regarding municipal claims.	1.80	700.00	\$1,260.00
08/04/2020	IDS	CO	Review claims filed (overview)	2.80	700.00	\$1,960.00
08/06/2020	IDS	CO	Email with S. Lee regarding claims review.	0.20	700.00	\$140.00
08/11/2020	IDS	CO	Review class claimants' motions to compel.	1.80	700.00	\$1,260.00
08/13/2020	IDS	CO	Call with debtor regarding unsettled claims.	0.50	700.00	\$350.00
				8.60		\$6,020.00

Compensation Prof. [B160]

08/02/2020	WLR	CP	Correspondence to Liliana Gardiazabal and Raella re July 2020 invoice	0.10	700.00	\$70.00
08/03/2020	WLR	CP	Prepare July 2020 statement	0.50	700.00	\$350.00
08/03/2020	WLR	CP	Correspondence to La Asia Canty and Cheryl Knotts re June 2020 statement	0.20	700.00	\$140.00
08/04/2020	WLR	CP	Review and revise June 2020 fee statement	0.50	700.00	\$350.00
08/04/2020	LSC	CP	Prepare and revise coversheet and notice for PSZJ's second monthly fee statement.	0.60	425.00	\$255.00
08/10/2020	LSC	CP	Finalize coversheet and notice for PSZJ's second monthly fee statement and file and serve same.	0.40	425.00	\$170.00
08/23/2020	WLR	CP	Review correspondence from Jason Pomerantz re July 2020 invoice and forward to Liliana Gardiazabal with request re same	0.10	700.00	\$70.00
08/24/2020	WLR	CP	Prepare July 2020 fee statement	1.10	700.00	\$770.00
08/25/2020	WLR	CP	Review and revise July 2020 statement	0.80	700.00	\$560.00
08/25/2020	LSC	CP	Prepare and revise July fee statement.	0.60	425.00	\$255.00
08/26/2020	IDS	CP	Review and revise Pachulski Stang Ziehl & Jones fee statement for fee application.	0.50	700.00	\$350.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/26/2020	LSC	CP	Draft and file certificates of no objection for PSZJ and GlassRatner (.4); follow up correspondence with parties regarding the same (.2); correspondence and transmittal of documents regarding revisions to fee statement (.3).	0.90	425.00	\$382.50
08/27/2020	LSC	CP	Draft notice and certificate of service, file, and serve PSZJ's July monthly statement.	0.60	425.00	\$255.00
08/31/2020	LSC	CP	Prepare CNO re second monthly statement.	0.20	425.00	\$85.00
				7.10		\$4,062.50

Comp. of Prof./Others

08/31/2020	IDS	CPO	Attention to GR fee statement.	0.20	700.00	\$140.00
				0.20		\$140.00

General Creditors Comm. [B150]

08/07/2020	JSP	GC	Prepare for Committee call regarding liquidation trustee, including review of materials from applicants	1.60	700.00	\$1,120.00
08/07/2020	JSP	GC	Participate on Committee call regarding selection of liquidating trustee	2.50	700.00	\$1,750.00
08/07/2020	JSP	GC	Call with liquidating trustee	0.90	700.00	\$630.00
08/07/2020	IDS	GC	Attend meeting regarding LT selection.	2.00	700.00	\$1,400.00
08/10/2020	JSP	GC	Outline issues to discuss with Liquidating Trustee	0.90	700.00	\$630.00
08/12/2020	IDS	GC	Email to Committee in lieu of call.	0.40	700.00	\$280.00
08/13/2020	IDS	GC	Email to committee regarding status update.	0.50	700.00	\$350.00
08/14/2020	JSP	GC	Notes for introductory call with Liquidating Trustee	2.60	700.00	\$1,820.00
08/18/2020	JSP	GC	Additional notes for telephone meeting with Liquidating Trustee	2.20	700.00	\$1,540.00
08/24/2020	JSP	GC	Prepare for call with B. Boe and B. Michaelson regarding Liquidation Trust	1.60	700.00	\$1,120.00
08/24/2020	JSP	GC	Call with B. Boe, B. Michaelson and I. Scharf regarding Liquidation Trust	1.20	700.00	\$840.00
08/24/2020	IDS	GC	Email to committee regarding class rep/ antitrust.	0.40	700.00	\$280.00
08/27/2020	JSP	GC	Review Glass Ratner report (financial) prior to Committee call	0.40	700.00	\$280.00
08/27/2020	JSP	GC	Participate on weekly Committee call	0.50	700.00	\$350.00
08/27/2020	IDS	GC	Attend Committee meeting.	0.60	700.00	\$420.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/27/2020	IDS	GC	Prepare for Committee Call.	0.30	700.00	\$210.00
				18.60		\$13,020.00

Plan & Disclosure Stmt. [B320]

08/04/2020	JSP	PD	Attention to issues regarding Liquidation Trust and Liquidation Trustee	2.30	700.00	\$1,610.00
08/05/2020	JSP	PD	Attention to tissues regarding Plan and Disclosure Statement	2.30	700.00	\$1,610.00
08/06/2020	JSP	PD	Calls/correspondence in connection with Liquidating Trust/Liquidating Trustee	2.90	700.00	\$2,030.00
08/10/2020	JSP	PD	Analysis regarding plan and disclosure statement issues	1.80	700.00	\$1,260.00
08/20/2020	JSP	PD	Analysis of plan/disclosure statement issues	0.70	700.00	\$490.00
08/21/2020	JSP	PD	Correspondence regarding Plan and Disclosure Statement issues	0.90	700.00	\$630.00
08/21/2020	JSP	PD	Confer with C. Hill regarding Plan and Disclosure Statement issues	0.40	700.00	\$280.00
08/23/2020	JSP	PD	Further comments to Plan and Disclosure Statement	2.20	700.00	\$1,540.00
08/24/2020	IDS	PD	Call with Liq. Trustees regarding transition.	1.00	700.00	\$700.00
08/24/2020	IDS	PD	Prepare for call with Liq.Trustees.	0.40	700.00	\$280.00
08/25/2020	JSP	PD	Prepare for call regarding Plan and Disclosure Statement objections (including review of documents)	1.70	700.00	\$1,190.00
08/25/2020	JSP	PD	Call with Debtor's counsel regarding objections to Plan and Disclosure Statement	0.90	700.00	\$630.00
08/25/2020	IDS	PD	Review and revise plan and DS.	4.00	700.00	\$2,800.00
08/25/2020	LSC	PD	Retrieve and circulate objections to Plan/Disclosure Statement.	0.10	425.00	\$42.50
08/28/2020	JSP	PD	Call with C. Hill regarding plan/disclosure statement issues	0.20	700.00	\$140.00
08/28/2020	JSP	PD	Analysis regarding plan/disclosure statement objections and response to same	0.60	700.00	\$420.00
				22.40		\$15,652.50

Ret. of Prof./Other

08/03/2020	IDS	RPO	Telephone conference with LT candidate (LB)	0.80	700.00	\$560.00
08/05/2020	IDS	RPO	Email to LT candidate B regarding interview.	0.40	700.00	\$280.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/05/2020	IDS	RPO	Email to LT candidate A regarding interview.	0.40	700.00	\$280.00
08/05/2020	IDS	RPO	Email to LT candidate C regarding interview.	0.20	700.00	\$140.00
08/05/2020	IDS	RPO	Email to LT candidate D regarding interview.	0.30	700.00	\$210.00
08/05/2020	IDS	RPO	Email to LT candidate E regarding interview.	0.40	700.00	\$280.00
08/06/2020	IDS	RPO	Email to Committee regarding LT interviews.	0.70	700.00	\$490.00
08/06/2020	IDS	RPO	Emails with LT candidates regarding process.	0.60	700.00	\$420.00
				3.80		\$2,660.00

Stay Litigation [B140]

08/18/2020	IDS	SL	Email to R. Hollawell regarding stay relief.	0.30	700.00	\$210.00
08/25/2020	IDS	SL	Review Roy stay relief motion.	0.80	700.00	\$560.00
08/25/2020	GSG	SL	Review stay motion by Roy Defendants; review docket re proofs of claim, schedules, and prior orders; notes re same.	2.20	700.00	\$1,540.00
08/25/2020	GSG	SL	Draft opposition to Roy Defendants? stay motion.	2.90	700.00	\$2,030.00
08/26/2020	GSG	SL	Draft opposition to Roy Defendants? stay motion.	5.20	700.00	\$3,640.00
08/27/2020	GSG	SL	Finalize and circulate objection to relief from stay re Roy Defendants.	0.50	700.00	\$350.00
08/31/2020	IDS	SL	Review and revise objection to Roy stay relief motion.	1.20	700.00	\$840.00
08/31/2020	GSG	SL	Emails objection to R/S and filing.	0.10	700.00	\$70.00
				13.20		\$9,240.00

Tax Issues [B240]

08/13/2020	JSP	TI	Call with T. Buck and I. Scharf regarding IRS claim	0.50	700.00	\$350.00
08/13/2020	IDS	TI	Call with Pachulski Stang Ziehl & Jones / GR teams regarding IRS claim.	0.50	700.00	\$350.00
08/19/2020	JSP	TI	Correspondence to Committee regarding IRS claim	0.20	700.00	\$140.00
08/19/2020	JSP	TI	Analysis regarding IRS claim issues	0.90	700.00	\$630.00
08/20/2020	JSP	TI	Confer with C. Hill and I. Scharf regarding IRS claim	0.50	700.00	\$350.00
08/20/2020	IDS	TI	Telephone conference regarding IRS claims with Debtor.	0.50	700.00	\$350.00
08/24/2020	JSP	TI	Analysis regarding IRS claim	0.90	700.00	\$630.00
08/25/2020	IDS	TI	Work on IRS claim.	1.00	700.00	\$700.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
08/25/2020	REM	TI	Review docket and USA filings in preparation for call tonight.	1.60	700.00	\$1,120.00
08/25/2020	REM	TI	Review material from Ilan Scharf.	0.10	700.00	\$70.00
08/25/2020	REM	TI	Telephone Scharf regarding background.	0.20	700.00	\$140.00
08/26/2020	JSP	TI	Correspondence regarding IRS claim	0.60	700.00	\$420.00
08/26/2020	JSP	TI	Analysis regarding IRS claim and analysis of possible objections to same	1.10	700.00	\$770.00
08/27/2020	REM	TI	Review government claims in other drug cases and report on same.	1.40	700.00	\$980.00
08/27/2020	REM	TI	Message to Weitz regarding tax claim.	0.10	700.00	\$70.00
08/27/2020	REM	TI	Confer on tax claim with Weitz	0.20	700.00	\$140.00
08/28/2020	JSP	TI	Analysis regarding IRS tax claim issues in preparation for calls regarding same	1.60	700.00	\$1,120.00
08/28/2020	JSP	TI	Participate on call with Debtor's professionals re: IRS tax claim	0.80	700.00	\$560.00
08/28/2020	JSP	TI	Internal call - D. Greenbaltt, W. Weiss and R. Micels regarding IRS tax claim	0.60	700.00	\$420.00
08/28/2020	IDS	TI	Call regarding IRS claim.	0.50	700.00	\$350.00
08/28/2020	IDS	TI	Research regarding IRS claim.	1.00	700.00	\$700.00
08/28/2020	REM	TI	Preparation and attend Zoom call with Professionals regarding tax issues.	1.00	700.00	\$700.00
08/28/2020	REM	TI	Draft and circulate notes from meeting.	0.60	700.00	\$420.00
08/28/2020	REM	TI	Draft memo on issues to be explored.	1.10	700.00	\$770.00
08/28/2020	REM	TI	Conference call with committee FA.	0.60	700.00	\$420.00
08/28/2020	REM	TI	Review materials regarding IRS Claim.	1.50	700.00	\$1,050.00
08/29/2020	JSP	TI	Further analysis regarding IRS claim and possible objections to same	1.80	700.00	\$1,260.00
08/30/2020	JSP	TI	Analysis regarding IRS claim	0.30	700.00	\$210.00
08/31/2020	JSP	TI	Call with C. Hill regarding IRS tax claim issues	0.20	700.00	\$140.00
08/31/2020	JSP	TI	Analysis regarding tax claim issue/objection	2.60	700.00	\$1,820.00
08/31/2020	REM	TI	Research 280(e)	2.00	700.00	\$1,400.00
				26.50		\$18,550.00

TOTAL SERVICES FOR THIS MATTER:

\$160,662.50

Expenses

07/27/2020	CC	Conference Call [E105] AT&T Conference Call, JWD	2.95
08/03/2020	CC	Conference Call [E105] AT&T Conference Call, IDS	2.60
08/04/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.07
08/04/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.14
08/04/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.07
08/04/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	8.78
08/06/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.70
08/06/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.08
08/06/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.08
08/06/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	35.31
08/06/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.08
08/06/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.08
08/10/2020	PO	75015.00002 :Postage Charges for 08-10-20	5.40
08/10/2020	RE	(50 @0.10 PER PG)	5.00
08/10/2020	RE2	SCAN/COPY (25 @0.10 PER PG)	2.50
08/17/2020	LN	75015.00002 Lexis Charges for 08-17-20	7.52
08/19/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.08

08/20/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	10.22
08/20/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.07
08/20/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.07
08/20/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.37
08/20/2020	LN	75015.00002 Lexis Charges for 08-20-20	49.14
08/21/2020	LN	75015.00002 Lexis Charges for 08-21-20	7.52
08/24/2020	BB	75015.00002 Bloomberg Charges for 09-04-20	32.60
08/24/2020	LN	75015.00002 Lexis Charges for 08-24-20	68.06
08/25/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.08
08/27/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	24.47
08/27/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	0.15
08/27/2020	PO	75015.00002 :Postage Charges for 08-27-20	4.80
08/27/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
08/27/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
08/27/2020	RE2	SCAN/COPY (80 @0.10 PER PG)	8.00
08/31/2020	PAC	Pacer - Court Research	259.40
Total Expenses for this Matter			\$536.59

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

Page: 18
Invoice 126534
August 31, 2020

REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 08/31/2020

Total Fees \$160,662.50

Total Expenses 536.59

Total Due on Current Invoice \$161,199.09

Outstanding Balance from prior invoices as of 08/31/2020 (May not include recent payments)

<u>A/R Bill Number</u>	<u>Invoice Date</u>	<u>Fees Billed</u>	<u>Expenses Billed</u>	<u>Balance Due</u>
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Total Amount Due on Current and Prior Invoices:	\$161,199.09
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UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

CERTIFICATE OF SERVICE

I, Melisa DesJardien, am over the age of eighteen years, am employed by Pachulski Stang Ziehl & Jones LLP. I am not a party to the within action; my business address is 10100 Santa Monica Blvd, 13th Floor, Los Angeles, CA 90067. I hereby certify under penalty of perjury that on the 17th day of December, 2020, I electronically filed the **FOURTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE, INC. FOR THE PERIOD AUGUST 1, 2020 THROUGH AUGUST 31, 2020** with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on December 17, 2020, copies of the above-referenced document were served via First Class US Mail upon the parties set forth below.

Kathleen D. Schmitt, Esq.
Office of the U.S. Trustee
Federal Office Building
100 State Street, Room 6090
Rochester, NY 14614

Stephen A. Donato
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: December 17, 2020

/s/ Melisa DesJardien
Melisa DesJardien

EXHIBIT B

(Fifth Monthly Fee Statement)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Members of Official Committees* [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed the *Fifth Monthly Fee Statement of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc. for the Period September 1, 2020 Through September 30, 2020*, a copy of which is attached hereto and hereby served upon you.

Date: December 17, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

James I. Stang (*pro hac vice*)

Ilan D. Scharf

780 Third Avenue, 34th Floor

New York, NY 10017

Telephone: (212) 561-7700

Facsimile: (212) 561-7777

Email: jstang@pszlaw.com

ischarf@pszlaw.com

Counsel to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

**FIFTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES
LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE,
INC. FOR THE PERIOD SEPTEMBER 1, 2020 THROUGH SEPTEMBER 30, 2020**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors of Rochester Drug Co-Operative, Inc.
Date of Retention:	Order Entered June 17, 2020 [Docket No. 409] Employment Effective as of April 9, 2020
Period for which compensation and Reimbursement is sought:	September 1, 2020 through September 30, 2020
Amount of compensation sought as well as actual, reasonable and necessary:	\$124,619.60 (80% of \$155,774.50)
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$542.38

This is a X monthly ____ quarterly ____ final application

This is the Fifth Monthly fee statement by Pachulski Stang Ziehl & Jones LLP in this case.

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

September 30, 2020

Invoice 126535

Client 75015

Matter 00002

IDS

IDS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 09/30/2020

FEES	\$155,774.50
EXPENSES	\$542.38
TOTAL CURRENT CHARGES	\$156,316.88
BALANCE FORWARD	\$161,199.09
TOTAL BALANCE DUE	\$317,515.97

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

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Invoice 126535
September 30, 2020

Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
CAK	Knotts, Cheryl A.	Paralegal	395.00	2.10	\$829.50
GSG	Greenwood, Gail S.	Counsel	700.00	65.80	\$46,060.00
IDS	Scharf, Ilan D.	Partner	700.00	26.10	\$18,270.00
JSP	Pomerantz, Jason S.	Partner	700.00	79.00	\$55,300.00
LSC	Canty, La Asia S.	Paralegal	425.00	7.00	\$2,975.00
REM	Mikels, Richard E.	Partner	700.00	39.80	\$27,860.00
WLR	Ramseyer, William L.	Counsel	700.00	6.40	\$4,480.00
				<hr/> 226.20	<hr/> \$155,774.50

Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AA	Asset Analysis/Recovery[B120]	47.20	\$33,040.00
AC	Avoidance Actions	20.60	\$14,420.00
AD	Asset Disposition [B130]	6.50	\$4,550.00
BL	Bankruptcy Litigation [L430]	6.00	\$4,200.00
CA	Case Administration [B110]	1.90	\$807.50
CO	Claims Admin/Objections[B310]	16.90	\$11,830.00
CP	Compensation Prof. [B160]	12.70	\$7,479.50
CPO	Comp. of Prof./Others	1.70	\$722.50
FN	Financing [B230]	0.60	\$420.00
GC	General Creditors Comm. [B150]	6.80	\$4,760.00
PD	Plan & Disclosure Stmt. [B320]	25.40	\$17,780.00
SL	Stay Litigation [B140]	19.90	\$13,765.00
TI	Tax Issues [B240]	60.00	\$42,000.00
		226.20	\$155,774.50

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

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Summary of Expenses

<u>Description</u>	<u>Amount</u>
Bloomberg	\$180.00
Conference Call [E105]	\$51.76
Federal Express [E108]	\$14.82
Lexis/Nexis- Legal Research [E	\$166.29
Pacer - Court Research	\$15.10
Postage [E108]	\$31.21
Reproduction Expense [E101]	\$41.00
Reproduction/ Scan Copy	\$42.20
	<hr/>
	\$542.38

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Analysis/Recovery[B120]						
09/01/2020	JSP	AA	Confer with B. Bieber and others regarding A/R settlement negotiations and settlement agreement language	0.60	700.00	\$420.00
09/01/2020	GSG	AA	Review Alliance Agreement and related documents re due diligence and prep for call with Debtor.	0.60	700.00	\$420.00
09/01/2020	GSG	AA	Conference call with Debtor principals and counsel re due diligence.	1.00	700.00	\$700.00
09/01/2020	GSG	AA	Calls with Greenblatt (.1) and J.S. Pomerantz (.1) re due diligence and outstanding issues/documents.	0.20	700.00	\$140.00
09/01/2020	GSG	AA	Follow-up re identification of missing minutes and due diligence.	0.40	700.00	\$280.00
09/01/2020	GSG	AA	Review responses and prepare notes/summary re due diligence.	0.90	700.00	\$630.00
09/01/2020	GSG	AA	Review and update timeline re BOD reports and attachments.	0.50	700.00	\$350.00
09/02/2020	JSP	AA	Correspondence to C. Hill and N. Basalyga regarding additional documents and information to provide	0.90	700.00	\$630.00
09/02/2020	GSG	AA	Review collection complaints re terms/contracts.	0.20	700.00	\$140.00
09/02/2020	GSG	AA	Research re breach of fiduciary duties under NY BSC.	4.60	700.00	\$3,220.00
09/02/2020	GSG	AA	Draft memo re preliminary research issues/answers.	0.90	700.00	\$630.00
09/03/2020	JSP	AA	Review A/R materials from Huron for discussion regarding same	0.30	700.00	\$210.00
09/03/2020	JSP	AA	Participate in A/R call	0.40	700.00	\$280.00
09/03/2020	JSP	AA	Review draft settlement agreements from B. Bieber and confer with him regarding same	0.90	700.00	\$630.00
09/03/2020	JSP	AA	Calls with B. Bieber regarding A/R settlement language	0.40	700.00	\$280.00
09/03/2020	GSG	AA	Draft memo/ further research re business judgment rule, nonstatutory insiders, and timing of distributions.	5.20	700.00	\$3,640.00
09/03/2020	GSG	AA	Review inventory of BOD minutes from D. Greenblatt; notes re same.	0.30	700.00	\$210.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/04/2020	GSG	AA	Research re RICO claims and Wagoner application; draft memo re same.	5.30	700.00	\$3,710.00
09/04/2020	GSG	AA	Draft memo re facts supporting lack of compliance oversight; review notes re potential witnesses and dates.	2.90	700.00	\$2,030.00
09/04/2020	GSG	AA	Telephone call and email with Greenblatt re continuing due diligence and status of claims.	0.30	700.00	\$210.00
09/04/2020	GSG	AA	Email J.S. Pomerantz and I. Scharf re research status and conference call.	0.10	700.00	\$70.00
09/06/2020	JSP	AA	Correspondence to N. Basalyga regarding supplemental document requests	0.10	700.00	\$70.00
09/08/2020	JSP	AA	Call with Huron Group and B. Feldman regarding Remicade anti-trust matter	0.30	700.00	\$210.00
09/08/2020	JSP	AA	Correspondence regarding Black Rock settlement proposal	0.20	700.00	\$140.00
09/08/2020	GSG	AA	Review audited financials re notes/disclosures and claims; draft/revise memo re same.	2.40	700.00	\$1,680.00
09/09/2020	JSP	AA	Correspondence from B. Bieber, T. Buck and others regarding various A/R matters	0.80	700.00	\$560.00
09/10/2020	JSP	AA	Participate on weekly A/R call regarding various matters	0.50	700.00	\$350.00
09/10/2020	JSP	AA	Correspondence from B. Bieber and others regarding various A/R matters	0.60	700.00	\$420.00
09/11/2020	JSP	AA	Correspondence from B. Bieber regarding Brighton-Eggert settlement	0.10	700.00	\$70.00
09/12/2020	JSP	AA	Confer with B. Bieber regarding Paradiso matter	0.30	700.00	\$210.00
09/14/2020	JSP	AA	Confer with B. Bieber regarding proposed Paradiso settlement	0.30	700.00	\$210.00
09/14/2020	JSP	AA	Confer with G. Greenwood and I. Scharf regarding litigation investigation/analysis	0.50	700.00	\$350.00
09/14/2020	GSG	AA	Status call with I. Sharf and J.S. Pomerantz.	0.50	700.00	\$350.00
09/15/2020	JSP	AA	Confer with B. Bieber and counsel for Paradiso regarding settlement release	0.50	700.00	\$350.00
09/15/2020	JSP	AA	Correspondence regarding A/R matters	0.30	700.00	\$210.00
09/15/2020	JSP	AA	Correspondence from N. Basalgia regarding	0.10	700.00	\$70.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			supplemental document production			
09/15/2020	GSG	AA	Review first day declaration re additional background and statements re financial condition.	0.60	700.00	\$420.00
09/15/2020	GSG	AA	Review offering statement re exhibits and form subscription and pledge agreement.	0.50	700.00	\$350.00
09/16/2020	JSP	AA	Correspondence regarding A/R issues	0.40	700.00	\$280.00
09/16/2020	GSG	AA	Review claim spreadsheet re GR analysis.	0.10	700.00	\$70.00
09/17/2020	JSP	AA	Participate on A/R call with B. Bieber and others	0.30	700.00	\$210.00
09/17/2020	JSP	AA	Review A/R issues	0.40	700.00	\$280.00
09/18/2020	JSP	AA	Confer with B. Bieber regarding A/R matters	0.40	700.00	\$280.00
09/18/2020	GSG	AA	Review current status of pending opioid litigation in state and MDL cases.	1.10	700.00	\$770.00
09/18/2020	GSG	AA	Brief research re MDL procedures and In re National Prescription Opiate Litigation.	0.40	700.00	\$280.00
09/21/2020	JSP	AA	Call with N. Basalyga regarding documents	0.10	700.00	\$70.00
09/21/2020	JSP	AA	Confer with B. Bieber regarding A/R issues	0.30	700.00	\$210.00
09/21/2020	JSP	AA	Review Brighton-Eggert settlement agreement	0.60	700.00	\$420.00
09/21/2020	REM	AA	Check docket.	0.30	700.00	\$210.00
09/21/2020	REM	AA	Review notes and message to I. Scharf regarding status.	0.30	700.00	\$210.00
09/21/2020	REM	AA	Review notes and internal call on developments.	0.60	700.00	\$420.00
09/22/2020	JSP	AA	Confer with B. Bieber regarding A/R matters	0.40	700.00	\$280.00
09/22/2020	JSP	AA	Revise Brighton-Eggert settlement agreement	0.50	700.00	\$350.00
09/22/2020	JSP	AA	Confer with N. Basalyga, B. Feldman and S. Reger regarding document production and 502(e) Agreement	0.30	700.00	\$210.00
09/22/2020	JSP	AA	Review draft 502(e) agreement from S. Reger	0.60	700.00	\$420.00
09/22/2020	JSP	AA	Confer with I. Scharf regarding 502(e) agreement	0.20	700.00	\$140.00
09/22/2020	JSP	AA	Correspondence to Committee regarding 502(e) agreement	0.30	700.00	\$210.00
09/23/2020	REM	AA	Confer with Michaelson.	0.40	700.00	\$280.00
09/24/2020	JSP	AA	Prepare for call with Liquidating Trustees and B.	0.40	700.00	\$280.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			Bieber regarding A/R			
09/24/2020	JSP	AA	Participate on call with Debtor's professionals/employees and B. Bieber regarding A/R issues	0.20	700.00	\$140.00
09/24/2020	JSP	AA	Confer with B. Bieber regarding Paradiso settlement agreement	0.40	700.00	\$280.00
09/25/2020	JSP	AA	Confer with S. Reger regarding 502(e) agreement related to document production	0.30	700.00	\$210.00
09/25/2020	JSP	AA	Prepare for call with Liquidating Trustees regarding A/R matters	0.30	700.00	\$210.00
09/25/2020	JSP	AA	Call with Liquidating Trustees, B. Bieber and others regarding A/R matters	0.60	700.00	\$420.00
09/28/2020	JSP	AA	Correspondence from B. Bieber regarding Black Rock settlement	0.10	700.00	\$70.00
09/29/2020	JSP	AA	Analysis regarding detailed report from B. Feldman regarding litigation claims	1.20	700.00	\$840.00
09/29/2020	GSG	AA	Review emails re due diligence status.	0.20	700.00	\$140.00
				47.20		\$33,040.00

Avoidance Actions

09/06/2020	JSP	AC	Correspondence to D. Greenblatt regarding preference analysis	0.10	700.00	\$70.00
09/08/2020	JSP	AC	Call with D. Greenblatt and W. Weitz regarding preferences	0.50	700.00	\$350.00
09/08/2020	IDS	AC	Telephone call with Jason Pomerantz regarding preference analysis.	0.20	700.00	\$140.00
09/09/2020	JSP	AC	Analysis regarding preference issues (credits, discounts, rebates, etc.)	2.30	700.00	\$1,610.00
09/15/2020	GSG	AC	Research 2d Circuit cases re avoidance of dividends/rebates, and characterization of payments.	3.40	700.00	\$2,380.00
09/15/2020	GSG	AC	Draft memo re dividends and rebates by RDC.	0.80	700.00	\$560.00
09/16/2020	GSG	AC	Review financials re Optisource/Quality Care programs; draft memo re dividends and rebates by RDC.	4.10	700.00	\$2,870.00
09/17/2020	JSP	AC	Review updated preference analysis	0.90	700.00	\$630.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/17/2020	JSP	AC	Continue review/analysis of updated preference report from D. Greenblatt and W. Weitz	0.80	700.00	\$560.00
09/17/2020	GSG	AC	Draft memo re dividends and rebates by RDC.	3.70	700.00	\$2,590.00
09/18/2020	JSP	AC	Continue review/notes on preference analysis	1.70	700.00	\$1,190.00
09/27/2020	JSP	AC	Review updated preference analysis from Glass Ratner	2.10	700.00	\$1,470.00
				20.60		\$14,420.00

Asset Disposition [B130]

09/01/2020	IDS	AD	Email to committee regarding competing bids.	0.40	700.00	\$280.00
09/02/2020	JSP	AD	Review documents in connection with auction	0.60	700.00	\$420.00
09/02/2020	JSP	AD	Participate (telephonic) in auction of Rochester assets	0.70	700.00	\$490.00
09/02/2020	JSP	AD	Confer with T. Buck regarding Rochester assets auction	0.10	700.00	\$70.00
09/02/2020	JSP	AD	Call with C. Hill after Rochester assets auction	0.10	700.00	\$70.00
09/02/2020	IDS	AD	Telephone call with Jason Pomerantz regarding auction, other matters.	0.30	700.00	\$210.00
09/02/2020	IDS	AD	Telephone call with T. Buck regarding auction.	0.20	700.00	\$140.00
09/08/2020	IDS	AD	Telephone call with J. Pomerantz regarding antitrust claim sale.	0.30	700.00	\$210.00
09/14/2020	JSP	AD	Review revised sale order - Rochester Assets	0.40	700.00	\$280.00
09/21/2020	JSP	AD	Correspondence regarding sale/auction of settled anti-trust claims	0.40	700.00	\$280.00
09/22/2020	JSP	AD	Confer with C. Hill regarding auction - Settled Anti-Trust Claims	0.20	700.00	\$140.00
09/22/2020	JSP	AD	Review documents and correspondence in connection with auction - Settled Anti-Trust Claims	0.90	700.00	\$630.00
09/22/2020	JSP	AD	Correspondence to Committee regarding auction - Settled Anti-Trust Claims	0.30	700.00	\$210.00
09/23/2020	JSP	AD	Prepare for auction - Settled Anti-Trust claims	0.40	700.00	\$280.00
09/23/2020	JSP	AD	Attend auction (telephonic) - Settled Anti-Trust claims	0.60	700.00	\$420.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/23/2020	JSP	AD	Correspondence to Committee regarding auction result - Settled Anti-Trust claims	0.10	700.00	\$70.00
09/30/2020	JSP	AD	Review draft sale order	0.50	700.00	\$350.00
				6.50		\$4,550.00

Bankruptcy Litigation [L430]

09/01/2020	JSP	BL	Prepare for call with RDC regarding information related to documents produced	0.60	700.00	\$420.00
09/01/2020	JSP	BL	Call with RDC group regarding information concerning documents produced	1.00	700.00	\$700.00
09/01/2020	JSP	BL	Analysis regarding additional documents to request from Debtor	0.40	700.00	\$280.00
09/02/2020	GSG	BL	Review/revise document request re follow-up items.	0.70	700.00	\$490.00
09/04/2020	JSP	BL	Analysis regarding additional documents to request from RDC	0.90	700.00	\$630.00
09/07/2020	JSP	BL	Call with N. Basalyga regarding supplemental document requests	0.20	700.00	\$140.00
09/16/2020	IDS	BL	Review decision regarding discovery.	0.70	700.00	\$490.00
09/21/2020	JSP	BL	Confer with B. Feldman and others regarding document production	0.20	700.00	\$140.00
09/23/2020	JSP	BL	Confer with S. Reger regarding document production	0.10	700.00	\$70.00
09/24/2020	JSP	BL	Call with S. Reger and others regarding document requests	0.30	700.00	\$210.00
09/25/2020	IDS	BL	Review and execute clawback agreement.	0.40	700.00	\$280.00
09/26/2020	JSP	BL	Correspondence to N. Basalyga regarding supplemental document production	0.10	700.00	\$70.00
09/29/2020	JSP	BL	Confer with N. Basalyga regarding document production status	0.40	700.00	\$280.00
				6.00		\$4,200.00

Case Administration [B110]

09/02/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.50	425.00	\$212.50
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				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/14/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.50	425.00	\$212.50
09/18/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.40	425.00	\$170.00
09/23/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.50	425.00	\$212.50
				1.90		\$807.50

Claims Admin/Objections[B310]

09/02/2020	IDS	CO	Telephone call with C. Mehdiase school district claims.	0.50	700.00	\$350.00
09/10/2020	IDS	CO	Review school district claims.	1.00	700.00	\$700.00
09/10/2020	IDS	CO	Overview of municipal claims.	1.50	700.00	\$1,050.00
09/14/2020	IDS	CO	Initial analysis of municipal claims.	1.70	700.00	\$1,190.00
09/15/2020	JSP	CO	Begin review of claims analysis from D. Greenblatt	0.90	700.00	\$630.00
09/16/2020	IDS	CO	Review sample litigation claims.	2.00	700.00	\$1,400.00
09/18/2020	GSG	CO	Review proofs of claim re litigation claims, damages, and bases; notes re attachments and plaintiffs' counsel.	3.20	700.00	\$2,240.00
09/21/2020	JSP	CO	Attention to insurance issues, including review of correspondence from B. Feldman regarding same	0.90	700.00	\$630.00
09/21/2020	GSG	CO	Draft memo re claims analysis and categories.	3.80	700.00	\$2,660.00
09/25/2020	IDS	CO	Draft stipulation regarding class claims (schools).	1.40	700.00	\$980.00
				16.90		\$11,830.00

Compensation Prof. [B160]

09/02/2020	WLR	CP	Review correspondence from Ilan Scharf re quarterly fee application	0.10	700.00	\$70.00
09/02/2020	LSC	CP	Retrieve and transmit LEDES data for July monthly statement.	0.20	425.00	\$85.00
09/04/2020	CAK	CP	Provide William L. Ramseyer copies of filed monthly fee notices and bills.	0.20	395.00	\$79.00
09/07/2020	WLR	CP	Draft first interim fee application	4.30	700.00	\$3,010.00
09/09/2020	WLR	CP	Review and revise First interim fee application	1.80	700.00	\$1,260.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/10/2020	CAK	CP	Draft spreadsheet for totals in preparation of 1st Interim fee application	0.70	395.00	\$276.50
09/10/2020	CAK	CP	Review and update 1st Interim fee application	1.20	395.00	\$474.00
09/10/2020	WLR	CP	Review correspondence from La Asia Canty (.1) and Cheryl Knotts (.1) re service and filing of interim fee application	0.20	700.00	\$140.00
09/14/2020	LSC	CP	Revise first interim fee application, including preparation of notice and certificate of service, and follow up with I. Scharf regarding same.	0.50	425.00	\$212.50
09/15/2020	IDS	CP	Review and revise Pachulski Stang Ziehl & Jones fee application.	1.40	700.00	\$980.00
09/17/2020	LSC	CP	Revise, finalize, file, and serve first interim fee application and correspondence regarding the same.	2.10	425.00	\$892.50
				12.70		\$7,479.50

Comp. of Prof./Others

09/10/2020	LSC	CPO	Draft and file CNO re GlassRatner second monthly statement and correspondence regarding the same.	0.30	425.00	\$127.50
09/16/2020	LSC	CPO	Finalize Glass Ratner monthly fee statement, prepare certificate of service, and file and serve same.	0.80	425.00	\$340.00
09/21/2020	LSC	CPO	Prepare notice of filing and certificate of service for GlassRatner first interim fee application (.3); finalize, file, and serve same, along with first interim fee application (.3).	0.60	425.00	\$255.00
				1.70		\$722.50

Financing [B230]

09/03/2020	IDS	FN	Email to GR team regarding budget forecast.	0.10	700.00	\$70.00
09/30/2020	IDS	FN	Review and comment on Bank payoff letter.	0.50	700.00	\$350.00
				0.60		\$420.00

General Creditors Comm. [B150]

09/02/2020	IDS	GC	Email update to Committee in lieu of meeting.	0.60	700.00	\$420.00
09/03/2020	JSP	GC	Review and comment on status report to Committee	0.40	700.00	\$280.00
09/08/2020	JSP	GC	General status call with C. Hill - claims, document requests, plan	0.40	700.00	\$280.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/10/2020	IDS	GC	Email to committee regarding meeting.	0.40	700.00	\$280.00
09/16/2020	IDS	GC	Draft agenda for committee call.	0.40	700.00	\$280.00
09/17/2020	JSP	GC	Prepare for Committee call	0.80	700.00	\$560.00
09/17/2020	JSP	GC	Participate on Committee call	0.90	700.00	\$630.00
09/17/2020	JSP	GC	Correspondence from T. Buck regarding board fee issue	0.20	700.00	\$140.00
09/21/2020	JSP	GC	Call with B. Boe, B. Michaelson and I. Scharf to prepare for call with Debtor	0.50	700.00	\$350.00
09/21/2020	JSP	GC	Review agenda (and notes regarding same) concerning call with Debtor	0.40	700.00	\$280.00
09/24/2020	IDS	GC	Email to committee in lieu of call.	0.60	700.00	\$420.00
09/25/2020	JSP	GC	Correspondence regarding M&T	0.30	700.00	\$210.00
09/29/2020	JSP	GC	Correspondence regarding M&T bank letter	0.10	700.00	\$70.00
09/30/2020	JSP	GC	Confer with C. Hill, A. Talesnick regarding M&T issues	0.80	700.00	\$560.00
				6.80		\$4,760.00

Plan & Disclosure Stmt. [B320]

09/03/2020	JSP	PD	Analysis regarding plan and disclosure statement issues	0.80	700.00	\$560.00
09/03/2020	IDS	PD	Telephone call with S. Donato regarding plan.	0.40	700.00	\$280.00
09/03/2020	IDS	PD	Email to committee regarding plan and general update.	0.80	700.00	\$560.00
09/04/2020	JSP	PD	Continue analysis of Plan and Disclosure Statement issues based on calls and correspondence regarding same	2.40	700.00	\$1,680.00
09/07/2020	JSP	PD	Review correspondence and analyze issues in connection with revisions to plan and disclosure statement	1.90	700.00	\$1,330.00
09/09/2020	JSP	PD	Prepare for call with C. Hill regarding plan and disclosure statement issues	1.40	700.00	\$980.00
09/10/2020	JSP	PD	Call with C. Hill and I. Scharf regarding plan and disclosure statement issues	0.50	700.00	\$350.00
09/10/2020	JSP	PD	Analysis of plan/disclosure statement issues based	0.90	700.00	\$630.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			on call with C. Hill			
09/11/2020	JSP	PD	Correspondence regarding plan/disclosure statement	0.60	700.00	\$420.00
09/15/2020	JSP	PD	Analysis regarding Liquidating Trust	1.80	700.00	\$1,260.00
09/16/2020	JSP	PD	Confer with C. Hill regarding liquidating trustee	0.20	700.00	\$140.00
09/16/2020	IDS	PD	Review emails and agenda regarding call with LT (transition)	0.40	700.00	\$280.00
09/16/2020	IDS	PD	Telephone call with JNA regarding call with LT (transition)	0.20	700.00	\$140.00
09/17/2020	JSP	PD	Attention to issues regarding plan and disclosure statement	1.30	700.00	\$910.00
09/17/2020	JSP	PD	Attention to issues/agenda for meeting with Liquidating Trustee and Debtor	0.70	700.00	\$490.00
09/18/2020	JSP	PD	Prepare for and confer with B. Michaelson and B. Boe regarding Liquidating Trustee issues	1.80	700.00	\$1,260.00
09/18/2020	JSP	PD	Confer with C. Hill regarding liquidating trustee matters	0.30	700.00	\$210.00
09/21/2020	JSP	PD	Call with Debtor's employees and professionals and Liquidating Trustee (B. Boe/B. Michaelson) and others regarding transition	1.00	700.00	\$700.00
09/21/2020	IDS	PD	Call with LT regarding statues of case.	0.50	700.00	\$350.00
09/21/2020	IDS	PD	Call with LT and debtor regarding transition.	0.80	700.00	\$560.00
09/22/2020	JSP	PD	Call with B. Boe, B. Michaelson, I. Scharf and Glass Ratner group regarding transition and case planning	0.70	700.00	\$490.00
09/22/2020	IDS	PD	Follow up call regarding LT transition.	0.50	700.00	\$350.00
09/23/2020	JSP	PD	Confer with B. Michaelson and B. Boe regarding Liquidating Trustee matters	0.90	700.00	\$630.00
09/24/2020	JSP	PD	Review agenda for call with Liquidating Trustees	0.30	700.00	\$210.00
09/28/2020	JSP	PD	Review documents/correspondence from C. Hill, including detailed agenda, for call with Liquidating Trustees and litigation counsel concerning litigation claims	1.70	700.00	\$1,190.00
09/29/2020	JSP	PD	Review report from T. Buck for Liquidating Trustees	0.80	700.00	\$560.00
09/29/2020	JSP	PD	Prepare for call with Liquidating Trustees regarding litigation claims	0.90	700.00	\$630.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/29/2020	JSP	PD	Participate on call with Liquidating Trustees regarding litigation claims	0.90	700.00	\$630.00
				25.40		\$17,780.00

Stay Litigation [B140]

09/08/2020	LSC	SL	Prepare certificate of service, file, and serve objection to Nelroy Drugs motion for relief from stay.	0.40	425.00	\$170.00
09/14/2020	GSG	SL	Review Debtor's objection and supporting declaration re Nelroy Objection to RS; review related rebate documentation.	1.20	700.00	\$840.00
09/23/2020	GSG	SL	Review Echo Drugs stay motion, debtor's schedules, patronage dividends, and claim register; notes re same.	1.60	700.00	\$1,120.00
09/23/2020	GSG	SL	Draft objection to Echo Drugs motion for stay relief.	1.60	700.00	\$1,120.00
09/23/2020	LSC	SL	Research and correspondence regarding Echo relief from stay motion.	0.20	425.00	\$85.00
09/24/2020	GSG	SL	Draft objection re Echo Drugs' motion for stay relief; email re same.	4.40	700.00	\$3,080.00
09/29/2020	IDS	SL	Review case management order regarding Echo Drugs.	0.20	700.00	\$140.00
09/29/2020	IDS	SL	Review Echo and Nelray stay relief / reconsideration pleadings.	1.00	700.00	\$700.00
09/29/2020	GSG	SL	Review Nelroy motion for reconsideration and cases re same; begin draft/revisions re response and objection.	4.40	700.00	\$3,080.00
09/30/2020	IDS	SL	Review draft of Echo and Nelray stay relief objection.	1.20	700.00	\$840.00
09/30/2020	GSG	SL	Draft/revise omnibus objection re Nelroy/Echo drugs; email I. Scharf re same.	3.70	700.00	\$2,590.00
				19.90		\$13,765.00

Tax Issues [B240]

09/01/2020	JSP	TI	Analyze tax claim statutes and case law	1.80	700.00	\$1,260.00
09/01/2020	IDS	TI	Review research regarding IRS claim.	0.80	700.00	\$560.00
09/01/2020	REM	TI	Work on report.	4.50	700.00	\$3,150.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/02/2020	REM	TI	Work on report.	9.00	700.00	\$6,300.00
09/03/2020	JSP	TI	Analysis regarding IRS claim/280(E) issues	0.90	700.00	\$630.00
09/03/2020	REM	TI	Work on report.	7.20	700.00	\$5,040.00
09/05/2020	REM	TI	Review financials.	1.00	700.00	\$700.00
09/07/2020	REM	TI	Work on supplement to report.	2.30	700.00	\$1,610.00
09/10/2020	JSP	TI	Analysis regarding IRS claim and objection to same	1.70	700.00	\$1,190.00
09/10/2020	IDS	TI	Meeting with chapter 11, Jason Pomerantz regarding IRS claim.	0.50	700.00	\$350.00
09/10/2020	IDS	TI	Review research on IRS claims.	1.10	700.00	\$770.00
09/13/2020	JSP	TI	Further analysis of IRS claim and objection to same	1.80	700.00	\$1,260.00
09/21/2020	JSP	TI	Calls with C. Hill and I. Scharf/R. Mikels regarding IRS claim	0.90	700.00	\$630.00
09/21/2020	IDS	TI	Telephone call with Richard Mikels regarding tax research needed for IRS claim.	0.40	700.00	\$280.00
09/21/2020	IDS	TI	Review tax analysis, research (IRS claim)	2.30	700.00	\$1,610.00
09/23/2020	REM	TI	Internal email regarding papers expected from debtors.	0.10	700.00	\$70.00
09/24/2020	JSP	TI	Attention to issues regarding the IRS claim and objection to same	1.60	700.00	\$1,120.00
09/24/2020	REM	TI	Emails regarding debtors papers due regarding IRS.	0.10	700.00	\$70.00
09/25/2020	JSP	TI	Confer with C. Hill and others regarding objection to IRS claim	0.70	700.00	\$490.00
09/25/2020	JSP	TI	Review draft objection to IRS claim	2.40	700.00	\$1,680.00
09/25/2020	REM	TI	Confer with marijuana attorney on 280(E)	0.30	700.00	\$210.00
09/25/2020	REM	TI	Internal email about Sec. 280(E)	0.20	700.00	\$140.00
09/25/2020	REM	TI	Jason Pomerantz regarding schedule for papers.	0.10	700.00	\$70.00
09/25/2020	REM	TI	Review of Debtors pleading on tax claim and report on initial impressions.	0.80	700.00	\$560.00
09/26/2020	JSP	TI	Further review/analysis regarding debtor's draft claim objection - IRS (including notes regarding same)	2.60	700.00	\$1,820.00
09/26/2020	REM	TI	Work on motion and objection to IRS claim.	6.70	700.00	\$4,690.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
09/27/2020	JSP	TI	Correspondence from R. Mikels regarding IRS claim objection (including comments on Debtor's draft)	0.90	700.00	\$630.00
09/27/2020	JSP	TI	Confer with I. Scharf and R. Mikels regarding objection to IRS claim	0.40	700.00	\$280.00
09/27/2020	JSP	TI	Call regarding draft objection to IRS claim	0.40	700.00	\$280.00
09/27/2020	JSP	TI	Confer with C. Hill and B. Feldman regarding objection to IRS claim	0.20	700.00	\$140.00
09/27/2020	IDS	TI	Telephone call with Richard Mikels, Jason Pomerantz regarding tax claim.	0.40	700.00	\$280.00
09/27/2020	REM	TI	Work on Motion.	5.00	700.00	\$3,500.00
09/27/2020	REM	TI	Internal conference call to prepare for call with debtor.	0.40	700.00	\$280.00
09/27/2020	REM	TI	Conference call with Debtors counsel and send summary of constitutional law issue.	0.50	700.00	\$350.00
				60.00		\$42,000.00

TOTAL SERVICES FOR THIS MATTER:

\$155,774.50

Expenses

09/01/2020	PO	75015.00002 :Postage Charges for 09-01-20	2.16
09/01/2020	RE	(24 @0.10 PER PG)	2.40
09/01/2020	RE	(24 @0.10 PER PG)	2.40
09/01/2020	RE2	SCAN/COPY (8 @0.10 PER PG)	0.80
09/01/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
09/02/2020	LN	75015.00002 Lexis Charges for 09-02-20	52.52
09/02/2020	RE2	SCAN/COPY (24 @0.10 PER PG)	2.40
09/02/2020	RE2	SCAN/COPY (25 @0.10 PER PG)	2.50
09/02/2020	RE2	SCAN/COPY (20 @0.10 PER PG)	2.00
09/03/2020	CC	Conference Call [E105] Loop Up, Inv. 284898, IDS	7.70
09/03/2020	LN	75015.00002 Lexis Charges for 09-03-20	8.75
09/04/2020	LN	75015.00002 Lexis Charges for 09-04-20	43.77
09/10/2020	RE2	SCAN/COPY (33 @0.10 PER PG)	3.30
09/14/2020	CC	Conference Call [E105] AT&T Conference Call, GSG	2.97
09/14/2020	LN	75015.00002 Lexis Charges for 09-14-20	8.75
09/15/2020	LN	75015.00002 Lexis Charges for 09-15-20	17.50
09/16/2020	PO	75015.00002 :Postage Charges for 09-16-20	2.55
09/16/2020	RE	(20 @0.10 PER PG)	2.00
09/16/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
09/16/2020	RE2	SCAN/COPY (10 @0.10 PER PG)	1.00
09/17/2020	CC	Conference Call [E105] Loop Up Conference Call, IDS	41.09
09/17/2020	FE	75015.00002 FedEx Charges for 09-17-20	14.82
09/17/2020	PO	75015.00002 :Postage Charges for 09-17-20	20.10
09/17/2020	RE	(10 @0.10 PER PG)	1.00
09/17/2020	RE	(210 @0.10 PER PG)	21.00
09/17/2020	RE	(8 @0.10 PER PG)	0.80
09/17/2020	RE2	SCAN/COPY (3 @0.10 PER PG)	0.30
09/17/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
09/17/2020	RE2	SCAN/COPY (2 @0.10 PER PG)	0.20
09/17/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
09/17/2020	RE2	SCAN/COPY (105 @0.10 PER PG)	10.50
09/17/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
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09/17/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
09/17/2020	RE2	SCAN/COPY (24 @0.10 PER PG)	2.40
09/21/2020	BB	75015.00002 Bloomberg Charges for 10-05-20	180.00
09/21/2020	LN	75015.00002 Lexis Charges for 09-21-20	17.50
09/21/2020	PO	75015.00002 :Postage Charges for 09-21-20	6.40
09/21/2020	RE	(2 @0.10 PER PG)	0.20
09/21/2020	RE	(112 @0.10 PER PG)	11.20
09/21/2020	RE2	SCAN/COPY (56 @0.10 PER PG)	5.60
09/21/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
09/21/2020	RE2	SCAN/COPY (105 @0.10 PER PG)	10.50
09/29/2020	LN	75015.00002 Lexis Charges for 09-29-20	17.50
09/30/2020	PAC	Pacer - Court Research	15.10

Total Expenses for this Matter

\$542.38

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
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REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 09/30/2020

Total Fees \$155,774.50

Total Expenses 542.38

Total Due on Current Invoice \$156,316.88

Outstanding Balance from prior invoices as of 09/30/2020 (May not include recent payments)

<u>A/R Bill Number</u>	<u>Invoice Date</u>	<u>Fees Billed</u>	<u>Expenses Billed</u>	<u>Balance Due</u>
126534	08/31/2020	\$160,662.50	\$536.59	\$161,199.09

Total Amount Due on Current and Prior Invoices: \$317,515.97

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

CERTIFICATE OF SERVICE

I, Melisa DesJardien, am over the age of eighteen years, am employed by Pachulski Stang Ziehl & Jones LLP. I am not a party to the within action; my business address is 10100 Santa Monica Blvd, 13th Floor, Los Angeles, CA 90067. I hereby certify under penalty of perjury that on the 17th day of December, 2020, I electronically filed the **FIFTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE, INC. FOR THE PERIOD SEPTEMBER 1, 2020 THROUGH SEPTEMBER 30, 2020** with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on December 17, 2020, copies of the above-referenced document were served via First Class US Mail upon the parties set forth below.

Kathleen D. Schmitt, Esq.
Office of the U.S. Trustee
Federal Office Building
100 State Street, Room 6090
Rochester, NY 14614

Stephen A. Donato
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: December 17, 2020

/s/ Melisa DesJardien
Melisa DesJardien

EXHIBIT C
(Sixth Monthly Fee Statement)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)

) Case No. 20-20230
)
)
)

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Members of Official Committees* [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed the *Sixth Monthly Fee Statement of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc. for the Period October 1, 2020 Through October 31, 2020*, a copy of which is attached hereto and hereby served upon you.

Date: December 28, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

James I. Stang (*pro hac vice*)

Ilan D. Scharf

780 Third Avenue, 34th Floor

New York, NY 10017

Telephone: (212) 561-7700

Facsimile: (212) 561-7777

Email: jstang@pszjlaw.com

ischarf@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

**SIXTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES
LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE,
INC. FOR THE PERIOD OCTOBER 1, 2020 THROUGH OCTOBER 31, 2020**

Name of Applicant: Pachulski Stang Ziehl & Jones LLP

Authorized to Provide Professional Services to: The Official Committee of Unsecured Creditors of Rochester Drug Co-Operative, Inc.

Date of Retention: Order Entered June 17, 2020 [Docket No. 409]
Employment Effective as of April 9, 2020

Period for which compensation and Reimbursement is sought: October 1, 2020 through October 31, 2020

Amount of compensation sought as well as actual, reasonable and necessary: \$70,530.00 (80% of \$88,162.50)

Amount of expense reimbursement sought as actual, reasonable and necessary: \$49.87

This is a X monthly ____ quarterly ____ final application

This is the Sixth Monthly fee statement by Pachulski Stang Ziehl & Jones LLP in this case.

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

October 31, 2020

Invoice 126624

Client 75015

Matter 00002

IDS

IDS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 10/31/2020

FEEs	\$88,162.50
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EXPENSES	\$49.87
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TOTAL CURRENT CHARGES	\$88,212.37
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BALANCE FORWARD	\$317,515.97
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TOTAL BALANCE DUE	\$405,728.34
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Pachulski Stang Ziehl & Jones LLP
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Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
GSG	Greenwood, Gail S.	Counsel	700.00	13.70	\$9,590.00
IDS	Scharf, Ilan D.	Partner	700.00	18.60	\$13,020.00
JSP	Pomerantz, Jason S.	Partner	700.00	67.60	\$47,320.00
LSC	Canty, La Asia S.	Paralegal	425.00	3.70	\$1,572.50
REM	Mikels, Richard E.	Partner	700.00	21.60	\$15,120.00
WLR	Ramseyer, William L.	Counsel	700.00	2.20	\$1,540.00
				<hr/> 127.40	<hr/> \$88,162.50

Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AA	Asset Analysis/Recovery[B120]	11.90	\$8,330.00
AC	Avoidance Actions	1.70	\$1,190.00
AD	Asset Disposition [B130]	0.90	\$630.00
BL	Bankruptcy Litigation [L430]	7.30	\$4,945.00
CA	Case Administration [B110]	1.70	\$722.50
CO	Claims Admin/Objections[B310]	4.60	\$3,220.00
CP	Compensation Prof. [B160]	3.90	\$2,537.50
GC	General Creditors Comm. [B150]	11.20	\$7,840.00
PD	Plan & Disclosure Stmt. [B320]	9.10	\$6,370.00
SL	Stay Litigation [B140]	10.10	\$6,877.50
TI	Tax Issues [B240]	65.00	\$45,500.00
		127.40	<hr/> \$88,162.50

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
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October 31, 2020

Summary of Expenses

<u>Description</u>	<u>Amount</u>
Conference Call [E105]	\$11.21
Lexis/Nexis- Legal Research [E	\$35.06
Postage [E108]	\$1.30
Reproduction/ Scan Copy	\$2.30
	<hr/>
	\$49.87

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Analysis/Recovery[B120]						
10/01/2020	JSP	AA	Call with Debtor's professionals regarding A/R issues	0.30	700.00	\$210.00
10/02/2020	JSP	AA	Correspondence from B. Bieber regarding Paradiso settlement agreement issues	0.40	700.00	\$280.00
10/03/2020	JSP	AA	Review draft revised settlement agreement - Paradiso	0.40	700.00	\$280.00
10/03/2020	JSP	AA	Correspondence to S. Reger regarding document production	0.10	700.00	\$70.00
10/05/2020	JSP	AA	Correspondence regarding additional documents from Debtor	0.60	700.00	\$420.00
10/08/2020	JSP	AA	Participate on A/R status call	0.20	700.00	\$140.00
10/08/2020	IDS	AA	Email with T. Buck, J. Pomerantz regarding board fees.	0.50	700.00	\$350.00
10/15/2020	JSP	AA	Confer with B. Bieber regarding A/R matters	0.40	700.00	\$280.00
10/15/2020	JSP	AA	Participate on weekly call regarding A/R matters	0.30	700.00	\$210.00
10/15/2020	GSG	AA	Review supplemental due diligence responses from debtor re subscriptions and members.	0.90	700.00	\$630.00
10/17/2020	JSP	AA	Review correspondence regarding NOL issue	0.80	700.00	\$560.00
10/19/2020	JSP	AA	Analysis regarding documents produced by RDC in connection with litigation analysis	0.90	700.00	\$630.00
10/19/2020	GSG	AA	Review database re additional BOD minutes and attachments; update chronology re same.	1.10	700.00	\$770.00
10/19/2020	GSG	AA	Follow up re due diligence for litigation analysis; confer with D. Greenblatt.	0.60	700.00	\$420.00
10/21/2020	JSP	AA	Analysis regarding A/R issues based on calls/correspondence with B. Bieber	0.60	700.00	\$420.00
10/22/2020	JSP	AA	Participate on call regarding A/R issues	0.30	700.00	\$210.00
10/22/2020	GSG	AA	Review M&T subordination agreement; notes re same.	0.70	700.00	\$490.00
10/25/2020	GSG	AA	Review M&T Subordination Agreement and draft preliminary memo to J.S. Pomerantz and I. Scharf re contract implications.	1.30	700.00	\$910.00
10/26/2020	JSP	AA	Correspondence from B. Bieber and others regarding A/R matters	0.60	700.00	\$420.00
10/27/2020	GSG	AA	Review and email re M&T subordination agreement.	0.30	700.00	\$210.00
10/29/2020	JSP	AA	Participate on call regarding A/R issues	0.60	700.00	\$420.00

				11.90		\$8,330.00
Avoidance Actions						
10/02/2020	JSP	AC	Review updated report regarding preferences	0.90	700.00	\$630.00
10/27/2020	JSP	AC	Call with D. Greenblatt and W. Weitz regarding preference analysis	0.80	700.00	\$560.00
				1.70		\$1,190.00
Asset Disposition [B130]						
10/02/2020	JSP	AD	Correspondence from C. Hill regarding Order on sale of settled anti-trust claims	0.10	700.00	\$70.00
10/02/2020	IDS	AD	Hearing regarding sale of settled antitrust claims.	0.40	700.00	\$280.00
10/02/2020	IDS	AD	Prepare for sale hearing re settled antitrust claims.	0.40	700.00	\$280.00
				0.90		\$630.00
Bankruptcy Litigation [L430]						
10/02/2020	JSP	BL	Correspondence from N. Basalyga regarding document production	0.10	700.00	\$70.00
10/07/2020	JSP	BL	Correspondence to N. Basalyga regarding document production	0.40	700.00	\$280.00
10/08/2020	JSP	BL	Correspondence from S. Reger regarding document production	0.10	700.00	\$70.00
10/15/2020	JSP	BL	Correspondence regarding documents from RDC	0.60	700.00	\$420.00
10/19/2020	JSP	BL	Correspondence to N. Basalyga regarding additional documents to produce	0.30	700.00	\$210.00
10/21/2020	LSC	BL	Draft and file pro hac vice motion for Gail Greenwood and correspondence regarding the same.	0.60	425.00	\$255.00
10/22/2020	JSP	BL	Confer with B. Bieber and G. Greenwood regarding Giroux matter	0.40	700.00	\$280.00
10/22/2020	GSG	BL	Telephone call with J.S. Pomerantz re Giroux account.	0.20	700.00	\$140.00
10/23/2020	JSP	BL	Correspondence from N. Basalyga regarding document production	0.10	700.00	\$70.00
10/25/2020	JSP	BL	Analysis regarding Giroux matter	1.10	700.00	\$770.00
10/27/2020	JSP	BL	Analysis regarding Giroux matter	0.80	700.00	\$560.00
10/28/2020	JSP	BL	Correspondence regarding Giroux matter	0.60	700.00	\$420.00
10/28/2020	IDS	BL	Emails with J. Pomerantz regarding Giroux contracts.	0.40	700.00	\$280.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/28/2020	IDS	BL	Review and research regarding Giroux settlement.	1.10	700.00	\$770.00
10/28/2020	GSG	BL	Review emails re Giroux and subordination agreement.	0.20	700.00	\$140.00
10/30/2020	JSP	BL	Confer with C. Hill regarding Giroux matter	0.30	700.00	\$210.00
				<u>7.30</u>		<u>\$4,945.00</u>

Case Administration [B110]

10/01/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.60	425.00	\$255.00
10/01/2020	LSC	CA	Download scheduling orders; update critical dates memo; calendar entries and reminders.	0.60	425.00	\$255.00
10/26/2020	LSC	CA	Review notices and pleadings, update critical dates memo; calendar entries and reminders.	0.50	425.00	\$212.50
				<u>1.70</u>		<u>\$722.50</u>

Claims Admin/Objections[B310]

10/15/2020	IDS	CO	Review analysis of post confirmation claims.	2.40	700.00	\$1,680.00
10/26/2020	IDS	CO	Analysis (continued) of claims filed by municipalities.	2.20	700.00	\$1,540.00
				<u>4.60</u>		<u>\$3,220.00</u>

Compensation Prof. [B160]

10/16/2020	IDS	CP	Prepare for fee app hearing.	0.50	700.00	\$350.00
10/16/2020	IDS	CP	Attend fee app hearing.	0.50	700.00	\$350.00
10/20/2020	LSC	CP	Revise, finalize, file, and serve B. Riley August monthly statement.	0.50	425.00	\$212.50
10/21/2020	WLR	CP	Review correspondence from Jason Pomerantz re August and September 2020 fee statements and reply re same	0.20	700.00	\$140.00
10/22/2020	WLR	CP	Prepare August and September fee statements	1.00	700.00	\$700.00
10/27/2020	LSC	CP	Correspondence regarding fees.	0.20	425.00	\$85.00
10/29/2020	WLR	CP	Review and revise PSZJ Aug. 2020 statement for fee app	0.60	700.00	\$420.00
10/29/2020	WLR	CP	Review and revise PSZJ Sept. 2020 statement for fee app	0.40	700.00	\$280.00
				<u>3.90</u>		<u>\$2,537.50</u>

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
General Creditors Comm. [B150]						
10/01/2020	JSP	GC	Confer with B. Michaelson and others regarding NDA for Liquidating Trust	0.90	700.00	\$630.00
10/01/2020	JSP	GC	Correspondence regarding M&T payoff letter	3.00	700.00	\$2,100.00
10/02/2020	JSP	GC	Review correspondence and report in preparation for upcoming call with the Debtor's professionals and B. Michaelson/B. Boe regarding various litigation matters	0.70	700.00	\$490.00
10/02/2020	JSP	GC	Correspondence regarding M&T payoff letter	0.10	700.00	\$70.00
10/05/2020	JSP	GC	Participate on call with B. Feldman and others regarding litigation matters	0.40	700.00	\$280.00
10/08/2020	IDS	GC	Email memo to Committee regarding case status.	0.60	700.00	\$420.00
10/13/2020	IDS	GC	Telephone with Jason regard case, tax claim.	0.20	700.00	\$140.00
10/15/2020	JSP	GC	Prepare for Committee call	0.40	700.00	\$280.00
10/15/2020	JSP	GC	Participate on Committee call	0.50	700.00	\$350.00
10/16/2020	JSP	GC	Confer with D. Patel regarding case status	0.30	700.00	\$210.00
10/28/2020	IDS	GC	Memo to Committee regarding plan, IRS claim.	1.00	700.00	\$700.00
10/29/2020	JSP	GC	Prepare for Committee call	0.50	700.00	\$350.00
10/29/2020	JSP	GC	Participate on Committee call	0.60	700.00	\$420.00
10/29/2020	IDS	GC	Attend committee meeting regarding IRS claim, plan issues.	0.70	700.00	\$490.00
10/29/2020	IDS	GC	Prepare for committee meeting regarding IRS claim, plan issues.	0.50	700.00	\$350.00
10/30/2020	JSP	GC	Calls with B. Boe and B. Michaelson regarding case status	0.80	700.00	\$560.00
				11.20		\$7,840.00

Plan & Disclosure Stmt. [B320]

10/02/2020	JSP	PD	Confer with Liquidating Trustees regarding the status of various matters, including signing an NDA	1.30	700.00	\$910.00
10/04/2020	JSP	PD	Notes regarding issues for Liquidating Trustee	0.80	700.00	\$560.00
10/06/2020	JSP	PD	Notes regarding issues to discuss further with Liquidating Trustees	1.80	700.00	\$1,260.00
10/09/2020	JSP	PD	Attention to issues regarding plan and disclosure statement	0.90	700.00	\$630.00
10/14/2020	JSP	PD	Review/analyze plan/disclosure statement issues	2.30	700.00	\$1,610.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/27/2020	JSP	PD	Analysis regarding time line for confirmation and effective date based on correspondence from C. Hill concerning same	0.90	700.00	\$630.00
10/30/2020	JSP	PD	Confer with C. Hill regarding plan and disclosure statement issues	0.30	700.00	\$210.00
10/30/2020	JSP	PD	Analysis of plan/disclosure statement issues based on call with C. Hill	0.80	700.00	\$560.00
				<u>9.10</u>		<u>\$6,370.00</u>

Stay Litigation [B140]

10/15/2020	IDS	SL	Review supplemental Rivkin affidavit regarding stay relief.	1.00	700.00	\$700.00
10/15/2020	GSG	SL	Review supplemental dec re Echo Drugs stay relief; notes re same.	0.70	700.00	\$490.00
10/16/2020	GSG	SL	Revise omnibus objection re Echo Drugs in response to supplemental declaration; email I. Scharf and J. Pomerantz re same.	3.20	700.00	\$2,240.00
10/16/2020	GSG	SL	Review additional subscription agreements; email JP re outstanding docs/pages.	0.70	700.00	\$490.00
10/20/2020	LSC	SL	File and serve omnibus objection to motion for relief from stay and motion to reconsider (.4); draft and file certificate of service for the same (.3).	0.70	425.00	\$297.50
10/21/2020	GSG	SL	Emails re 10/23 hearing and pro hac application (.4); review general order and procedures re hearing (.2).	0.60	700.00	\$420.00
10/22/2020	GSG	SL	Review docket and Kinney Declaration re Echo account and credit claims.	0.60	700.00	\$420.00
10/22/2020	GSG	SL	Review objections in preparation for hearing re Echo/Nelroy.	0.90	700.00	\$630.00
10/23/2020	GSG	SL	Attend hearing re Echo/Nelroy motions.	1.30	700.00	\$910.00
10/23/2020	GSG	SL	Email re status of stay hearing and related decision.	0.20	700.00	\$140.00
10/28/2020	GSG	SL	Review emails and opinion re Echo Drugs stay relief.	0.20	700.00	\$140.00
				<u>10.10</u>		<u>\$6,877.50</u>

Tax Issues [B240]

10/01/2020	JSP	TI	Analysis regarding IRS claim	0.80	700.00	\$560.00
10/01/2020	REM	TI	Review docket and circulate debtors motion on tax claims, as filed, to Ilan Scharf and Pomerantz.	0.50	700.00	\$350.00
10/02/2020	JSP	TI	Confer with C. Hill regarding objection to the IRS	0.20	700.00	\$140.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			claim			
10/02/2020	JSP	TI	Analysis regarding IRS claim objection	0.80	700.00	\$560.00
10/02/2020	IDS	TI	Email with Richard Mikels regarding joinder to 505 motion and objection to IRS claim.	0.20	700.00	\$140.00
10/02/2020	IDS	TI	Review and comment on research regarding section 505.	0.80	700.00	\$560.00
10/02/2020	REM	TI	Confer with Pomerantz on joinder to objection to IRS claim.	0.10	700.00	\$70.00
10/02/2020	REM	TI	Draft Joinder to objection to IRS claim	4.80	700.00	\$3,360.00
10/04/2020	JSP	TI	Analysis regarding IRS claim objection	0.40	700.00	\$280.00
10/05/2020	JSP	TI	Correspondence and calls regarding IRS claim	0.80	700.00	\$560.00
10/05/2020	REM	TI	Call with Pomerantz regarding developments re IRS claim	0.10	700.00	\$70.00
10/05/2020	REM	TI	Messages and email to Scharf and Pomerantz regarding developments re IRS claim	0.20	700.00	\$140.00
10/06/2020	JSP	TI	Analysis regarding IRS tax claim issues	0.80	700.00	\$560.00
10/07/2020	JSP	TI	Correspondence to C. Hill regarding IRS claim objection	0.10	700.00	\$70.00
10/08/2020	JSP	TI	Analysis regarding issues concerning IRS claim and objections to same	2.40	700.00	\$1,680.00
10/08/2020	JSP	TI	Confer with C. Hill and others regarding IRS claim objection	0.30	700.00	\$210.00
10/08/2020	REM	TI	Research and analysis re priority defenses to IRS claim.	0.70	700.00	\$490.00
10/09/2020	JSP	TI	Analysis regarding IRS assertion of priority status of claim	1.90	700.00	\$1,330.00
10/09/2020	IDS	TI	Review and respond to email from Debtor's counsel regarding IRS claim.	0.30	700.00	\$210.00
10/09/2020	REM	TI	Research defense to tax claim.	1.30	700.00	\$910.00
10/09/2020	REM	TI	Email to Pomerantz regarding research on IRS claim	0.10	700.00	\$70.00
10/10/2020	REM	TI	Research defenses to IRS claim.	5.40	700.00	\$3,780.00
10/12/2020	JSP	TI	Analysis regarding additional arguments against IRS claim having priority status	0.90	700.00	\$630.00
10/12/2020	REM	TI	Work on research on IRS claim.	2.00	700.00	\$1,400.00
10/13/2020	JSP	TI	Analysis regarding IRS claim issue based on call with C. Hill and recent correspondence regarding legal issues	2.20	700.00	\$1,540.00
10/15/2020	JSP	TI	Analysis of NOL/IRS issue based on call and	1.80	700.00	\$1,260.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			documents from C. Hill			
10/15/2020	JSP	TI	Calls and correspondence with C. Hill regarding IRS claim/NOL issue	0.50	700.00	\$350.00
10/15/2020	REM	TI	Preparation for call tomorrow on defense to IRS claim.	0.70	700.00	\$490.00
10/16/2020	JSP	TI	Review correspondence and chart regarding NOL issue	0.90	700.00	\$630.00
10/16/2020	REM	TI	Preparation for call on tax claim.	0.50	700.00	\$350.00
10/16/2020	REM	TI	Attend call on tax claim and send memo to tax claim to participants on call.	0.80	700.00	\$560.00
10/16/2020	REM	TI	Confer with Moskol on 507 issue.	0.20	700.00	\$140.00
10/17/2020	JSP	TI	Confer with C. Hill regarding negotiations with IRS regarding the assertion of a priority claim	0.30	700.00	\$210.00
10/17/2020	JSP	TI	Strategize regarding negotiations with IRS	0.80	700.00	\$560.00
10/18/2020	JSP	TI	Analysis regarding terms of possible settlement with IRS concerning priority claim based on calls and correspondence from C. Hill	1.40	700.00	\$980.00
10/19/2020	JSP	TI	Prepare for and participate on call with C. Hill, N. Basalyga, B. Friedman and I. Scharf regarding negotiations with IRS concerning claim	0.80	700.00	\$560.00
10/19/2020	REM	TI	Work on tax priority issues and report findings.	4.00	700.00	\$2,800.00
10/20/2020	JSP	TI	Correspondence from B. Feldman regarding IRS negotiations	0.10	700.00	\$70.00
10/20/2020	JSP	TI	Analysis/strategize regarding IRS negotiations/counter-offer	0.80	700.00	\$560.00
10/21/2020	JSP	TI	Calls with B. Feldman, C. Hill and I. Scharf regarding negotiations with IRS/DOJ regarding IRS claim	0.90	700.00	\$630.00
10/21/2020	JSP	TI	Analysis regarding issue raised by C. Hill/B. Feldman based on call with DOJ concerning IRS claim	1.70	700.00	\$1,190.00
10/21/2020	IDS	TI	Telephone conference with Debtors counsel regarding IRS claim.	0.40	700.00	\$280.00
10/22/2020	JSP	TI	Confer with B. Feldman, N. Basalyga and I. Scharf regarding IRS negotiations	0.40	700.00	\$280.00
10/22/2020	JSP	TI	Analysis regarding IRS proposal/Debtor's counter-proposal regarding IRS claim	1.90	700.00	\$1,330.00
10/22/2020	IDS	TI	Telephone call with Debtor counsel regarding IRS claim negotiations.	0.50	700.00	\$350.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
10/23/2020	JSP	TI	Analysis regarding terms of potential settlement with IRS	1.80	700.00	\$1,260.00
10/23/2020	IDS	TI	Telephone conference with Debtor Counsel regarding IRS claim negotiations.	0.50	700.00	\$350.00
10/24/2020	JSP	TI	Review/notes regarding draft term sheet from IRS concerning possible settlement of claim	2.40	700.00	\$1,680.00
10/26/2020	JSP	TI	Call with C. Hill, B. Feldman and I. Scharf regarding IRS term sheet	0.40	700.00	\$280.00
10/26/2020	JSP	TI	Further analysis/comments to IRS term sheet	2.30	700.00	\$1,610.00
10/26/2020	JSP	TI	Correspondence to/from C. Hill and B. Feldman regarding IRS term sheet	0.40	700.00	\$280.00
10/26/2020	IDS	TI	Email with C. Hill regarding IRS claim.	0.20	700.00	\$140.00
10/26/2020	IDS	TI	Review and revise IRS term sheet.	1.30	700.00	\$910.00
10/27/2020	JSP	TI	Calls with B. Feldman, C. Hill and I. Scharf regarding IRS negotiations	0.40	700.00	\$280.00
10/27/2020	JSP	TI	Review and comment on revised drafts - IRS term sheet	1.80	700.00	\$1,260.00
10/27/2020	REM	TI	Update from Pomerantz on tax claim.	0.10	700.00	\$70.00
10/28/2020	JSP	TI	Further review/analysis regarding term sheet with IRS/DOJ	1.60	700.00	\$1,120.00
10/28/2020	JSP	TI	Call with B. Feldman regarding IRS/DOJ term sheet	0.30	700.00	\$210.00
10/29/2020	JSP	TI	Call with C. Hill regarding tax claim term sheet	0.30	700.00	\$210.00
10/29/2020	JSP	TI	Review tax claim term sheet and additional comments to same	0.80	700.00	\$560.00
10/29/2020	IDS	TI	Review and comments to IRS settlement.	1.00	700.00	\$700.00
10/29/2020	IDS	TI	Email with T. Buck regarding IRS settlement.	0.20	700.00	\$140.00
10/29/2020	REM	TI	Update from Pomerantz re IRS claim analysis.	0.10	700.00	\$70.00
10/30/2020	JSP	TI	Participate on call with RDC counsel and tax advisors regarding proposed settlement with IRS	0.20	700.00	\$140.00
10/30/2020	JSP	TI	Analysis regarding further revisions to DOJ term sheet resolving dispute over IRS claim	0.60	700.00	\$420.00
10/30/2020	IDS	TI	Call with Debtor accounts and counsel regarding tax claim.	0.50	700.00	\$350.00
10/30/2020	IDS	TI	Telephone call with T. Buck regarding IRS claim.	0.30	700.00	\$210.00
				65.00		\$45,500.00

TOTAL SERVICES FOR THIS MATTER:

\$88,162.50

Expenses

10/16/2020	CC	Conference Call [E105] AT&T Conference Call, REM	1.14
10/19/2020	LN	75015.00002 Lexis Charges for 10-19-20	35.06
10/21/2020	CC	Conference Call [E105] AT&T Conference Call, JSP	5.87
10/21/2020	PO	75015.00002 :Postage Charges for 10-21-20	1.30
10/21/2020	RE2	SCAN/COPY (22 @0.10 PER PG)	2.20
10/21/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
10/28/2020	CC	Conference Call [E105] AT&T Conference Call, JSP	4.20
Total Expenses for this Matter			\$49.87

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 - 00002

Page: 14
Invoice 126624
October 31, 2020

REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 10/31/2020

Total Fees \$88,162.50

Total Expenses 49.87

Total Due on Current Invoice \$88,212.37

Outstanding Balance from prior invoices as of 10/31/2020 (May not include recent payments)

<u>A/R Bill Number</u>	<u>Invoice Date</u>	<u>Fees Billed</u>	<u>Expenses Billed</u>	<u>Balance Due</u>
126534	08/31/2020	\$160,662.50	\$536.59	\$161,199.09
126535	09/30/2020	\$155,774.50	\$542.38	\$156,316.88

Total Amount Due on Current and Prior Invoices: \$405,728.34

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

CERTIFICATE OF SERVICE

I, Melisa DesJardien, am over the age of eighteen years, am employed by Pachulski Stang Ziehl & Jones LLP. I am not a party to the within action; my business address is 10100 Santa Monica Blvd, 13th Floor, Los Angeles, CA 90067. I hereby certify under penalty of perjury that on the 28th day of December, 2020, I electronically filed the **SIXTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE, INC. FOR THE PERIOD OCTOBER 1, 2020 THROUGH OCTOBER 31, 2020** with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on December 28, 2020, copies of the above-referenced document were served via First Class US Mail upon the parties set forth below.

Kathleen D. Schmitt, Esq.
Office of the U.S. Trustee
Federal Office Building
100 State Street, Room 6090
Rochester, NY 14614

Stephen A. Donato
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: December 28, 2020

/s/ Melisa DesJardien
Melisa DesJardien

EXHIBIT D

(Seventh Monthly Fee Statement)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Members of Official Committees* [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed the *Seventh Monthly Fee Statement of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc. for the Period November 1, 2020 Through November 30, 2020*, a copy of which is attached hereto and hereby served upon you.

Date: December 30, 2020

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

James I. Stang (*pro hac vice*)

Ilan D. Scharf

780 Third Avenue, 34th Floor

New York, NY 10017

Telephone: (212) 561-7700

Facsimile: (212) 561-7777

Email: jstang@pszjlaw.com

ischarf@pszjlaw.com

Counsel to the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK**

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

**SEVENTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES
LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE,
INC. FOR THE PERIOD NOVEMBER 1, 2020 THROUGH NOVEMBER 30, 2020**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors of Rochester Drug Co-Operative, Inc.
Date of Retention:	Order Entered June 17, 2020 [Docket No. 409] Employment Effective as of April 9, 2020
Period for which compensation and Reimbursement is sought:	November 1, 2020 through November 30, 2020
Amount of compensation sought as well as actual, reasonable and necessary:	\$60,016.00 (80% of \$75,020.00)
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$76.67

This is a X monthly ____ quarterly ____ final application

This is the Seventh Monthly fee statement by Pachulski Stang Ziehl & Jones LLP in this case.

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

November 30, 2020

Invoice 126669

Client 75015

Matter 00002

IDS

IDS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 11/30/2020

FEEs	\$75,020.00
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EXPENSES	\$76.67
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TOTAL CURRENT CHARGES	\$75,096.67
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BALANCE FORWARD	\$405,728.34
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TOTAL BALANCE DUE	\$480,825.01
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Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

Page: 2
Invoice 126669
November 30, 2020

Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
GSG	Greenwood, Gail S.	Counsel	700.00	1.20	\$840.00
HRW	Winograd , Hayley R.	Associate	625.00	7.00	\$4,375.00
IDS	Scharf, Ilan D.	Partner	700.00	19.80	\$13,860.00
JSP	Pomerantz, Jason S.	Partner	700.00	76.40	\$53,480.00
LSC	Canty, La Asia S.	Paralegal	425.00	3.00	\$1,275.00
REM	Mikels, Richard E.	Partner	700.00	1.70	\$1,190.00
				109.10	\$75,020.00

Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AA	Asset Analysis/Recovery[B120]	9.30	\$6,510.00
BL	Bankruptcy Litigation [L430]	7.50	\$4,725.00
CA	Case Administration [B110]	2.20	\$1,017.50
CO	Claims Admin/Objections[B310]	7.20	\$5,040.00
CP	Compensation Prof. [B160]	0.40	\$280.00
CPO	Comp. of Prof./Others	1.10	\$467.50
GC	General Creditors Comm. [B150]	6.10	\$4,270.00
PD	Plan & Disclosure Stmt. [B320]	45.40	\$31,780.00
TI	Tax Issues [B240]	29.90	\$20,930.00
		109.10	<u>\$75,020.00</u>

<u>Summary of Expenses</u>	
<u>Description</u>	<u>Amount</u>
Lexis/Nexis- Legal Research [E	\$67.07
Pacer - Court Research	\$3.10
Postage [E108]	\$2.30
Reproduction/ Scan Copy	\$4.20
	<hr/>
	\$76.67

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Analysis/Recovery[B120]						
11/09/2020	JSP	AA	Correspondence regarding preference report/analysis (including review of documents)	0.80	700.00	\$560.00
11/10/2020	JSP	AA	Correspondence regarding updated preference analysis	0.90	700.00	\$630.00
11/11/2020	JSP	AA	Further review/notes regarding updated preference analysis in preparation for call regarding same	1.30	700.00	\$910.00
11/12/2020	JSP	AA	Review draft report from B. Bieber regarding A/R	0.40	700.00	\$280.00
11/12/2020	JSP	AA	Participate on A/R call with Debtor's professionals	0.40	700.00	\$280.00
11/12/2020	JSP	AA	Further review/notes regarding draft preference report for call with D. Greenblatt and W. Weitz regarding same	0.90	700.00	\$630.00
11/12/2020	JSP	AA	Call with D. Greenblatt and W. Weitz regarding draft preference report	0.40	700.00	\$280.00
11/16/2020	IDS	AA	Telephone call with G.Greenwood, Jeffrey Pomerantz regarding estate claims.	0.40	700.00	\$280.00
11/16/2020	GSG	AA	Review database and timeline re status.	0.50	700.00	\$350.00
11/16/2020	GSG	AA	Conference call with J.S. Pomerantz and I. Scharf re confirmation and post-confirmation litigation.	0.40	700.00	\$280.00
11/19/2020	JSP	AA	Review updated preference reports from B Riley	0.90	700.00	\$630.00
11/19/2020	JSP	AA	Call with D. Greenblatt and W. Weitz regarding preference reports	0.70	700.00	\$490.00
11/25/2020	JSP	AA	Review chart from B. Bieber regarding A/R status	0.90	700.00	\$630.00
11/25/2020	JSP	AA	Call with B. Bieber regarding A/R issues	0.30	700.00	\$210.00
11/30/2020	JSP	AA	Correspondence from B. Bieber regarding A/R matters	0.10	700.00	\$70.00
				9.30		\$6,510.00

Bankruptcy Litigation [L430]

11/02/2020	IDS	BL	Review initial research regarding subordination agreement.	0.10	700.00	\$70.00
11/08/2020	HRW	BL	Research re whether subordination agreement is executory contract (1.3).	1.30	625.00	\$812.50
11/09/2020	HRW	BL	Continue research re whether subordination	1.80	625.00	\$1,125.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			agreement is executory contract (1.8).			
11/10/2020	HRW	BL	Continue research re whether subordination agreement is executory contract (3.9).	3.90	625.00	\$2,437.50
11/16/2020	JSP	BL	Analysis regarding potential litigation claims by estate.	0.40	700.00	\$280.00
				<u>7.50</u>		<u>\$4,725.00</u>

Case Administration [B110]

11/03/2020	LSC	CA	Review notices and pleadings, update critical dates memo; calendar entries and reminders.	0.50	425.00	\$212.50
11/04/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.50	425.00	\$212.50
11/11/2020	GSG	CA	Confer with J.S. Pomerantz; email and calendar invite re strategy update.	0.30	700.00	\$210.00
11/19/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.50	425.00	\$212.50
11/24/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.40	425.00	\$170.00
				<u>2.20</u>		<u>\$1,017.50</u>

Claims Admin/Objections[B310]

11/02/2020	JSP	CO	Review claims report from C. Hill	0.80	700.00	\$560.00
11/02/2020	IDS	CO	Review Giroux agreement and related documents.	1.40	700.00	\$980.00
11/17/2020	JSP	CO	Attention to various claim issues, including IRS and other governmental entities	1.60	700.00	\$1,120.00
11/17/2020	IDS	CO	Review sample tort based claims (municipalities, schools)	2.50	700.00	\$1,750.00
11/17/2020	IDS	CO	Email to B. Feldman regarding NYS claim.	0.10	700.00	\$70.00
11/27/2020	JSP	CO	Review correspondence regarding claims	0.80	700.00	\$560.00
				<u>7.20</u>		<u>\$5,040.00</u>

Compensation Prof. [B160]

11/02/2020	IDS	CP	Review and revise PSZJ invoices for fee app.	0.40	700.00	\$280.00
				<u>0.40</u>		<u>\$280.00</u>

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Comp. of Prof./Others						
11/03/2020	LSC	CPO	Revise, finalize, and file amendment to GlassRatner August monthly statement.	0.40	425.00	\$170.00
11/04/2020	LSC	CPO	Revise, finalize, file, and serve amendment to GlassRatner August monthly statement and serve same.	0.40	425.00	\$170.00
11/17/2020	LSC	CPO	Draft and file CNO re GlassRatner's August monthly statement.	0.30	425.00	\$127.50
				1.10		\$467.50

General Creditors Comm. [B150]

11/02/2020	JSP	GC	Analysis regarding Liquidating Trust agreement issues	0.40	700.00	\$280.00
11/03/2020	JSP	GC	Analysis regarding Liquidating Trust agreement provisions	0.90	700.00	\$630.00
11/10/2020	JSP	GC	Confer with C. Hill, I. Scharf and Committee members regarding upcoming hearings	0.30	700.00	\$210.00
11/10/2020	JSP	GC	Prepare for and confer with B. Boe regarding case status, including updated time line	0.70	700.00	\$490.00
11/12/2020	JSP	GC	Correspondence regarding document retention issues	0.40	700.00	\$280.00
11/16/2020	JSP	GC	Update liquidating trustees regarding status	0.80	700.00	\$560.00
11/20/2020	JSP	GC	Prepare for call with B. Riley group regarding case status	0.40	700.00	\$280.00
11/20/2020	JSP	GC	Call with B. Riley group regarding case status	0.50	700.00	\$350.00
11/23/2020	JSP	GC	Prepare for update call with Liquidating Trustees	1.70	700.00	\$1,190.00
				6.10		\$4,270.00

Plan & Disclosure Stmt. [B320]

11/02/2020	JSP	PD	Analysis regarding plan and disclosure statement issues based on possible settlement with the IRS and other changes since last version	2.20	700.00	\$1,540.00
11/02/2020	JSP	PD	Confer with C. Hill regarding plan and disclosure statement issues	0.30	700.00	\$210.00
11/03/2020	JSP	PD	Outline issues for amended plan and disclosure statement based on IRS settlement and other events	2.20	700.00	\$1,540.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			since prior version			
11/03/2020	IDS	PD	Work on drafting LT agreement.	1.10	700.00	\$770.00
11/04/2020	JSP	PD	Confer with C. Hill and J. Eaton regarding contract rejection issues	0.30	700.00	\$210.00
11/04/2020	JSP	PD	Analysis of objections to plan/disclosure statement based on call with C. Hill	1.80	700.00	\$1,260.00
11/04/2020	JSP	PD	Call with C. Hill regarding plan/disclosure statement objections	0.20	700.00	\$140.00
11/05/2020	JSP	PD	Review correspondence and documents from C. Hill in connection with discussion on amended plan and disclosure statement	1.70	700.00	\$1,190.00
11/05/2020	JSP	PD	Call with C. Hill and I. Scharf regarding amended plan and disclosure statement	0.60	700.00	\$420.00
11/05/2020	IDS	PD	Cal with Debtor Counsel regarding Plan/DS	0.80	700.00	\$560.00
11/05/2020	IDS	PD	Review objections to plan/DS to prepare for call with debtor regarding same.	1.00	700.00	\$700.00
11/06/2020	JSP	PD	Confer with C. Hill regarding plan and disclosure statement issues	0.40	700.00	\$280.00
11/06/2020	JSP	PD	Analysis regarding various plan and disclosure statement issues based on discussions with C. Hill	1.90	700.00	\$1,330.00
11/06/2020	IDS	PD	Telephone conference with T. Buck regarding confirmation issues/planning.	0.30	700.00	\$210.00
11/09/2020	JSP	PD	Further review/analysis of revised settlement agreement (IRS) and impact on plan/disclosure statement	1.90	700.00	\$1,330.00
11/10/2020	JSP	PD	Analysis of plan/disclosure statement issues based on calls with C. Hill and others	1.80	700.00	\$1,260.00
11/10/2020	JSP	PD	Review updated time line from C. Hill	0.90	700.00	\$630.00
11/11/2020	JSP	PD	Analysis regarding proposed provision of settlement agreement (IRS) and potential impact of same on Liquidating Trust	0.90	700.00	\$630.00
11/11/2020	JSP	PD	Analysis regarding plan and disclosure statement issues raised by C. Hill	2.20	700.00	\$1,540.00
11/16/2020	JSP	PD	Attention to issues concerning amended plan and disclosure statement	1.90	700.00	\$1,330.00
11/17/2020	JSP	PD	Attention to issues regarding plan and disclosure	2.70	700.00	\$1,890.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			statement based on communications with C. Hill, B. Feldman and others			
11/18/2020	IDS	PD	Review plan regarding treatment of IRS claim.	1.40	700.00	\$980.00
11/20/2020	JSP	PD	Call with C. Hill regarding plan and disclosure statement issues	0.30	700.00	\$210.00
11/20/2020	JSP	PD	Analysis of issues raised by C. Hill concerning plan and disclosure statement	1.40	700.00	\$980.00
11/22/2020	JSP	PD	Correspondence from C. Hill regarding plan and disclosure statement issues	0.20	700.00	\$140.00
11/23/2020	JSP	PD	Analysis of issues concerning plan and disclosure statement based on calls with C. Hill	2.60	700.00	\$1,820.00
11/24/2020	JSP	PD	Begin review of amended plan and disclosure statement	3.20	700.00	\$2,240.00
11/24/2020	JSP	PD	Call with, and correspondence from C. Hill regarding amended plan and disclosure statement	0.30	700.00	\$210.00
11/25/2020	JSP	PD	Continue review of amended plan and disclosure statement draft from C. Hill	3.30	700.00	\$2,310.00
11/27/2020	JSP	PD	Notes regarding amended plan and disclosure statement	3.30	700.00	\$2,310.00
11/30/2020	JSP	PD	Further review of amended plan and disclosure statement	2.30	700.00	\$1,610.00
				45.40		\$31,780.00

Tax Issues [B240]

11/03/2020	JSP	TI	Analysis regarding tax issues in IRS term sheet	0.80	700.00	\$560.00
11/04/2020	JSP	TI	Review of IRS Settlement Agreement and comments from C. Hill/B. Feldman to same	3.20	700.00	\$2,240.00
11/05/2020	IDS	TI	Review REM email regarding IRS settlement.	0.20	700.00	\$140.00
11/05/2020	IDS	TI	Email to REM, JSP, regarding IRS settlement.	0.30	700.00	\$210.00
11/05/2020	REM	TI	Review tax settlement and comment on same.	1.50	700.00	\$1,050.00
11/05/2020	JSP	TI	Review/analyze draft settlement agreement - IRS claim	2.30	700.00	\$1,610.00
11/05/2020	IDS	TI	Review and revise IRS stipulation.	0.80	700.00	\$560.00
11/06/2020	REM	TI	Review red line IRS settlement.	0.20	700.00	\$140.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/06/2020	JSP	TI	Confer with C. Hill regarding tax claim settlement	0.30	700.00	\$210.00
11/06/2020	JSP	TI	Review redline comments to tax settlement agreement	0.60	700.00	\$420.00
11/06/2020	JSP	TI	Further comments to tax settlement agreement	0.80	700.00	\$560.00
11/06/2020	IDS	TI	Attend call with Debtor regarding settlement.	0.40	700.00	\$280.00
11/06/2020	IDS	TI	Further revise IRS settlement agreement.	1.10	700.00	\$770.00
11/08/2020	JSP	TI	Prepare for call regarding tax settlement agreement	0.90	700.00	\$630.00
11/08/2020	JSP	TI	Call with B. Feldman, I. Scharf and C. Hill regarding tax claim settlement agreement	0.60	700.00	\$420.00
11/08/2020	JSP	TI	Review redline from B. Feldman concerning tax claim settlement agreement	0.40	700.00	\$280.00
11/08/2020	IDS	TI	Prepare for call with C. Hill regarding IRS settlement.	0.30	700.00	\$210.00
11/08/2020	IDS	TI	Telephone with Debtor's counsel regarding IRS settlement.	0.50	700.00	\$350.00
11/11/2020	JSP	TI	Review revised settlement agreement - IRS claim	1.10	700.00	\$770.00
11/12/2020	JSP	TI	Analysis regarding latest revised draft settlement agreement (IRS)	1.60	700.00	\$1,120.00
11/12/2020	IDS	TI	Research regarding section 505 w/r/t draft IRS settlement.	1.10	700.00	\$770.00
11/12/2020	IDS	TI	Telephone call with J. Pomerantz regarding IRS settlement.	0.20	700.00	\$140.00
11/13/2020	JSP	TI	Correspondence from B. Feldman regarding remaining issues with DOJ regarding IRS settlement agreement (review document in connection with same)	1.30	700.00	\$910.00
11/16/2020	IDS	TI	Continue review of research regarding tax claim settlement.	1.80	700.00	\$1,260.00
11/17/2020	IDS	TI	Attend call with Debtor regarding tax issues.	0.40	700.00	\$280.00
11/17/2020	IDS	TI	Additional analysis of tax settlement.	0.80	700.00	\$560.00
11/18/2020	JSP	TI	Call with C. Hill and B. Feldman regarding IRS settlement issues	0.80	700.00	\$560.00
11/18/2020	IDS	TI	Telephone call with Debtor regarding IRS claim stipulation.	0.40	700.00	\$280.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
11/18/2020	IDS	TI	Review / analyze IRS treatment under proposed stipulation.	1.20	700.00	\$840.00
11/20/2020	JSP	TI	Correspondence from B. Feldman and others regarding further changes to IRS/DOJ settlement agreement	0.90	700.00	\$630.00
11/20/2020	IDS	TI	Email with B. Feldman regarding IRS stipulation.	0.30	700.00	\$210.00
11/20/2020	IDS	TI	Second email to B. Feldman regarding additional IRS language for stipulation.	0.30	700.00	\$210.00
11/20/2020	IDS	TI	Telephone call with Jason Pomerantz regarding IRS stipulation.	0.20	700.00	\$140.00
11/23/2020	JSP	TI	Address issues concerning IRS/DOJ settlement agreement - review document and correspondence in connection with same	1.30	700.00	\$910.00
11/24/2020	JSP	TI	Call with C. Hill, B. Feldman and I. Scharf regarding settlement agreement (IRS)	0.40	700.00	\$280.00
11/24/2020	JSP	TI	Analysis regarding proposed additional changes by DOJ to settlement agreement (IRS)	0.60	700.00	\$420.00
				29.90		\$20,930.00
TOTAL SERVICES FOR THIS MATTER:						\$75,020.00

Expenses

11/04/2020	PO	75015.00002 :Postage Charges for 11-04-20	1.00
11/04/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
11/04/2020	RE2	SCAN/COPY (6 @0.10 PER PG)	0.60
11/04/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
11/10/2020	LN	75015.00002 Lexis Charges for 11-10-20	67.07
11/20/2020	PO	75015.00002 :Postage Charges for 11-20-20	1.30
11/20/2020	RE2	SCAN/COPY (20 @0.10 PER PG)	2.00
11/20/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
11/23/2020	RE2	SCAN/COPY (13 @0.10 PER PG)	1.30
11/30/2020	PAC	Pacer - Court Research	3.10

Total Expenses for this Matter

\$76.67

REMITTANCE ADVICE

Please include this Remittance with your payment

For current services rendered through: 11/30/2020

Total Fees \$75,020.00

Total Expenses 76.67

Total Due on Current Invoice \$75,096.67

Outstanding Balance from prior invoices as of 11/30/2020 (May not include recent payments)

<u>A/R Bill Number</u>	<u>Invoice Date</u>	<u>Fees Billed</u>	<u>Expenses Billed</u>	<u>Balance Due</u>
126534	08/31/2020	\$160,662.50	\$536.59	\$161,199.09
126535	09/30/2020	\$155,774.50	\$542.38	\$156,316.88
126624	10/31/2020	\$88,162.50	\$49.87	\$88,212.37

Total Amount Due on Current and Prior Invoices: \$480,825.01

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

CERTIFICATE OF SERVICE

I, Melisa DesJardien, am over the age of eighteen years, am employed by Pachulski Stang Ziehl & Jones LLP. I am not a party to the within action; my business address is 10100 Santa Monica Blvd, 13th Floor, Los Angeles, CA 90067. I hereby certify under penalty of perjury that on the 30th day of December, 2020, I electronically filed the **SEVENTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE, INC. FOR THE PERIOD NOVEMBER 1, 2020 THROUGH NOVEMBER 30, 2020** with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on December 30, 2020, copies of the above-referenced document were served via First Class US Mail upon the parties set forth below.

Kathleen D. Schmitt, Esq.
Office of the U.S. Trustee
Federal Office Building
100 State Street, Room 6090
Rochester, NY 14614

Stephen A. Donato
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: December 30, 2020

/s/ Melisa DesJardien
Melisa DesJardien

EXHIBIT E
(Eighth Monthly Fee Statement)

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

NOTICE OF FILING

PLEASE TAKE NOTICE that, in accordance with the *Administrative Order Establishing Procedures for Interim Compensation and Reimbursement for Expenses for Professionals and Members of Official Committees* [Docket No. 333], Pachulski Stang Ziehl & Jones LLP has filed the *Eighth Monthly Fee Statement of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Official Committee of Unsecured Creditors for Rochester Drug Co-Operative, Inc. for the Period December 1, 2020 Through December 31, 2020*, a copy of which is attached hereto and hereby served upon you.

Date: January 27, 2021

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Ilan D. Scharf

James I. Stang (*pro hac vice*)

Ilan D. Scharf

780 Third Avenue, 34th Floor

New York, NY 10017

Telephone: (212) 561-7700

Facsimile: (212) 561-7777

Email: jstang@pszlaw.com

ischarf@pszlaw.com

Counsel to the Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK**

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

**EIGHTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES
LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE,
INC. FOR THE PERIOD DECEMBER 1, 2020 THROUGH DECEMBER 31, 2020**

Name of Applicant:	Pachulski Stang Ziehl & Jones LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors of Rochester Drug Co-Operative, Inc.
Date of Retention:	Order Entered June 17, 2020 [Docket No. 409] Employment Effective as of April 9, 2020
Period for which compensation and Reimbursement is sought:	December 1, 2020 through December 31, 2020
Amount of compensation sought as well as actual, reasonable and necessary:	\$65,808.00 (80% of \$82,260.00)
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$26.33

This is a X monthly ____ quarterly ____ final application

This is the Eighth Monthly fee statement by Pachulski Stang Ziehl & Jones LLP in this case.

Pachulski Stang Ziehl & Jones LLP

780 Third Avenue
34th Floor
New York, NY 10017

December 31, 2020

Invoice 126943

Client 75015

Matter 00002

IDS

IDS

RE: Committee Representation

STATEMENT OF PROFESSIONAL SERVICES RENDERED THROUGH 12/31/2020

FEES	\$82,260.00
EXPENSES	\$26.33
TOTAL CURRENT CHARGES	\$82,286.33
BALANCE FORWARD	\$480,825.01
LAST PAYMENT	\$384,901.11
TOTAL BALANCE DUE	\$178,210.23

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

Page: 2
Invoice 126943
December 31, 2020

Summary of Services by Professional

<u>ID</u>	<u>Name</u>	<u>Title</u>	<u>Rate</u>	<u>Hours</u>	<u>Amount</u>
GSG	Greenwood, Gail S.	Counsel	700.00	5.90	\$4,130.00
IDS	Scharf, Ilan D.	Partner	700.00	22.80	\$15,960.00
JSP	Pomerantz, Jason S.	Partner	700.00	81.70	\$57,190.00
LSC	Canty, La Asia S.	Paralegal	425.00	0.50	\$212.50
MDJ	DesJardien, Melisa	Other	395.00	2.50	\$987.50
WLR	Ramseyer, William L.	Counsel	700.00	5.40	\$3,780.00
				118.80	\$82,260.00

Summary of Services by Task Code

<u>Task Code</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
AA	Asset Analysis/Recovery[B120]	27.20	\$19,040.00
CA	Case Administration [B110]	0.50	\$212.50
CP	Compensation Prof. [B160]	11.60	\$7,357.50
GC	General Creditors Comm. [B150]	6.00	\$4,200.00
PD	Plan & Disclosure Stmt. [B320]	52.90	\$37,030.00
SL	Stay Litigation [B140]	17.60	\$12,320.00
TI	Tax Issues [B240]	3.00	\$2,100.00
		118.80	<hr/> \$82,260.00

Pachulski Stang Ziehl & Jones LLP
Rochester Drug Co-Op O.C.C.
75015 -00002

Page: 4
Invoice 126943
December 31, 2020

Summary of Expenses

<u>Description</u>	<u>Amount</u>
Conference Call [E105]	\$2.63
Postage [E108]	\$7.80
Reproduction/ Scan Copy	\$15.90
	<hr/>
	\$26.33

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Asset Analysis/Recovery[B120]						
12/02/2020	JSP	AA	Call with C. Hill and B. Feldman regarding Hiscox matter	0.30	700.00	\$210.00
12/02/2020	JSP	AA	Review correspondence and document regarding Hiscox matter in preparation for call with C. Hill and B. Feldman	0.90	700.00	\$630.00
12/03/2020	JSP	AA	Calls with B. Bieber regarding A/R issues	0.50	700.00	\$350.00
12/03/2020	JSP	AA	Confer with B. Feldman regarding Hiscox litigation	0.40	700.00	\$280.00
12/07/2020	JSP	AA	Review updated preference analysis from B. Riley team	2.70	700.00	\$1,890.00
12/08/2020	JSP	AA	Review documents/correspondence regarding potential litigation claims	2.40	700.00	\$1,680.00
12/10/2020	JSP	AA	Review documents in connection with litigation analysis	1.90	700.00	\$1,330.00
12/11/2020	JSP	AA	Analysis regarding Hiscox litigation issues	0.60	700.00	\$420.00
12/17/2020	JSP	AA	Continue analysis/review documents in connection with possible litigation causes of action	2.80	700.00	\$1,960.00
12/17/2020	JSP	AA	Confer with B. Bieber regarding A/R matters	0.40	700.00	\$280.00
12/17/2020	JSP	AA	Review updated preference report	1.90	700.00	\$1,330.00
12/17/2020	GSG	AA	Review memoranda re litigation claims and chronology; outline outstanding factual and legal issues.	2.90	700.00	\$2,030.00
12/18/2020	JSP	AA	Review documents in connection with potential litigation claims	1.70	700.00	\$1,190.00
12/18/2020	GSG	AA	Review individual D&O and transfer data; notes re positions and receipt of transfers.	1.30	700.00	\$910.00
12/21/2020	JSP	AA	Correspondence from C. Hill regarding proposed settlement - OptiSource	0.90	700.00	\$630.00
12/21/2020	JSP	AA	Calls with C. Hill regarding OptiSource settlement	0.30	700.00	\$210.00
12/22/2020	JSP	AA	Notes regarding issues with OptiSource draft settlement agreement	1.20	700.00	\$840.00
12/22/2020	JSP	AA	Confer with C. Hill and I. Scharf regarding OptiSource settlement agreement terms	0.60	700.00	\$420.00
12/22/2020	JSP	AA	Confer with B. Bieber regarding A/R	0.10	700.00	\$70.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/23/2020	JSP	AA	Confer with B. Bieber and T. Buck regarding A/R matters	0.20	700.00	\$140.00
12/23/2020	JSP	AA	Confer with T. Buck regarding OptiSource settlement	0.10	700.00	\$70.00
12/23/2020	JSP	AA	Confer with C. Hill regarding OptiSource settlement	0.10	700.00	\$70.00
12/23/2020	JSP	AA	Review documents regarding OptiSource settlement	0.60	700.00	\$420.00
12/23/2020	JSP	AA	Correspondence to C. Hill regarding release - OptiSoruce	0.20	700.00	\$140.00
12/28/2020	IDS	AA	Review settlement agreement and 9019 motion.	1.30	700.00	\$910.00
12/29/2020	JSP	AA	Analysis regarding Hiscox litigation based on recent call with B. Feldman	0.90	700.00	\$630.00
				27.20		\$19,040.00

Case Administration [B110]

12/03/2020	LSC	CA	Update critical dates memo; calendar entries and reminders.	0.50	425.00	\$212.50
				0.50		\$212.50

Compensation Prof. [B160]

12/04/2020	JSP	CP	Assist with preparation of interim fee application	0.90	700.00	\$630.00
12/04/2020	IDS	CP	Review Pachulski Stang Ziehl & Jones fee statement for fee application.	0.40	700.00	\$280.00
12/17/2020	MDJ	CP	Attention to filing and service of Fourth and Fifth Monthly Fee Statements; Email exchanges with L. Canty re same.	1.00	395.00	\$395.00
12/20/2020	WLR	CP	Review correspondence from La Asia Canty (2x) and Jason Pomerantz re August and September 2020 fee statements and reply re same	0.20	700.00	\$140.00
12/21/2020	JSP	CP	Assist with fee application	0.60	700.00	\$420.00
12/21/2020	IDS	CP	Revise PSZJ invoice for fee statement.	0.50	700.00	\$350.00
12/25/2020	JSP	CP	Assist with preparation of next interim fee application	0.60	700.00	\$420.00
12/28/2020	MDJ	CP	Attention to filing and service of Sixth Monthly Fee Statement; Email exchanges with L. Canty re same.	0.80	395.00	\$316.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/28/2020	WLR	CP	Review and revise Oct. 2020 fee statement for fee application	0.90	700.00	\$630.00
12/28/2020	WLR	CP	Draft 2nd interim fee application	2.90	700.00	\$2,030.00
12/28/2020	JSP	CP	Assist with interim fee application	0.40	700.00	\$280.00
12/29/2020	JSP	CP	Work on next interim application	0.30	700.00	\$210.00
12/30/2020	MDJ	CP	Attention to filing and service of Seventh Monthly Fee Statement; Email exchanges with L. Canty re same.	0.70	395.00	\$276.50
12/30/2020	WLR	CP	Review and revise Dec. 2020 statement re preparation of fee application	0.50	700.00	\$350.00
12/30/2020	WLR	CP	Draft 2nd interim fee application	0.90	700.00	\$630.00
				11.60		\$7,357.50

General Creditors Comm. [B150]

12/02/2020	IDS	GC	Email to Buck, Jason Pomerantz regarding committee communications.	0.20	700.00	\$140.00
12/03/2020	IDS	GC	Email with C. Mehri regarding case status.	0.20	700.00	\$140.00
12/03/2020	JSP	GC	Participate on Committee call	0.50	700.00	\$350.00
12/03/2020	JSP	GC	Review B. Reiley presentation materials for Committee call	0.40	700.00	\$280.00
12/04/2020	IDS	GC	Telephone call with C. Mehri regarding plan, DS case status.	0.80	700.00	\$560.00
12/08/2020	IDS	GC	Email to C. Mehri regarding Chapter 11 process, issues.	0.40	700.00	\$280.00
12/16/2020	JSP	GC	Correspondence to Committee regarding update on Doud and Plan/Disclosure Statement and Timeline	0.60	700.00	\$420.00
12/23/2020	JSP	GC	Correspondence to Committee regarding Doud, Hiscox and OptiSource	1.90	700.00	\$1,330.00
12/30/2020	JSP	GC	Confer with B. Boe, B. Michaelson, I. Scharf and C. Hill and B. Reilly group regarding Liquidating Trust Agreement	0.80	700.00	\$560.00
12/30/2020	JSP	GC	Review comments from B. Feldman regarding Liquidating Trust Agreement	0.20	700.00	\$140.00
				6.00		\$4,200.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Plan & Disclosure Stmt. [B320]						
12/01/2020	JSP	PD	Calls with C. Hill and I. Scharf regarding amended plan and disclosure statement	0.20	700.00	\$140.00
12/01/2020	JSP	PD	Notes regarding issues concerning amended plan and disclosure statement	0.90	700.00	\$630.00
12/01/2020	JSP	PD	Prepare update for liquidating trustees	1.60	700.00	\$1,120.00
12/01/2020	IDS	PD	Review revised Plan and DS.	2.40	700.00	\$1,680.00
12/01/2020	IDS	PD	Telephone call with Jason Pomerantz regarding plan/ DS.	0.40	700.00	\$280.00
12/02/2020	JSP	PD	Analysis regarding plan and disclosure statement issues based on recent call with C. Hill	1.90	700.00	\$1,330.00
12/03/2020	JSP	PD	Attention to issues regarding proposed amendments to plan/disclosure statement	1.30	700.00	\$910.00
12/07/2020	JSP	PD	Final review of amended plan and disclosure statement	2.70	700.00	\$1,890.00
12/07/2020	JSP	PD	Confer with C. Hill regarding plan and disclosure statement	0.30	700.00	\$210.00
12/07/2020	IDS	PD	Final review of plan/ DS.	1.30	700.00	\$910.00
12/07/2020	IDS	PD	Email to C. Hill regarding plan.	0.20	700.00	\$140.00
12/08/2020	JSP	PD	Analysis regarding additional plan provision issues raised by C. Hill	1.80	700.00	\$1,260.00
12/09/2020	JSP	PD	Calls with C. Hill regarding plan and disclosure statement issues	0.30	700.00	\$210.00
12/09/2020	JSP	PD	Analysis regarding plan and disclosure statement issues raised by C. Hill, including liquidation trust, certain claims and releases	1.80	700.00	\$1,260.00
12/10/2020	JSP	PD	Analysis regarding plan issues raised by C. Hill	1.80	700.00	\$1,260.00
12/11/2020	JSP	PD	Notes regarding draft Liquidating Trust Agreement	0.90	700.00	\$630.00
12/11/2020	JSP	PD	Call with B. Boe regarding Liquidating Trust Agreement	0.30	700.00	\$210.00
12/11/2020	IDS	PD	Draft LT agreement.	2.40	700.00	\$1,680.00
12/11/2020	IDS	PD	Revise LT agreement.	0.80	700.00	\$560.00
12/12/2020	JSP	PD	Notes regarding issues to discuss with Liquidating	2.20	700.00	\$1,540.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
			Trustees			
12/13/2020	JSP	PD	Additional notes for call with Liquidating Trustees	1.40	700.00	\$980.00
12/14/2020	JSP	PD	Confer with C. Hill regarding plan/disclosure statement issues	0.30	700.00	\$210.00
12/14/2020	JSP	PD	Analysis regarding additional issues raised by C. Hill regarding amended plan/disclosure statement	2.40	700.00	\$1,680.00
12/14/2020	JSP	PD	Confer with B. Boe and B. Michaelson regarding Liquidating Trust issues	0.90	700.00	\$630.00
12/15/2020	JSP	PD	Notes from calls with Liquidating Trustees regarding issues to follow up on	2.30	700.00	\$1,610.00
12/16/2020	JSP	PD	Calls with C. Hill regarding plan/disclosure statement	0.40	700.00	\$280.00
12/16/2020	JSP	PD	Correspondence from C. Hill regarding exculpation issues	0.20	700.00	\$140.00
12/16/2020	JSP	PD	Analysis of exculpation issues raised by C. Hill	0.80	700.00	\$560.00
12/16/2020	IDS	PD	Review exculpation language.	0.20	700.00	\$140.00
12/16/2020	IDS	PD	Review research regarding exculpating.	1.40	700.00	\$980.00
12/16/2020	IDS	PD	Telephone call with Jason Pomerantz regarding email to Committee regarding plan.	0.20	700.00	\$140.00
12/18/2020	JSP	PD	Confer with C. Hill regarding Liquidating Trust Agreement	0.20	700.00	\$140.00
12/18/2020	JSP	PD	Review comments from C. Hill to draft Liquidating Trust Agreement	0.80	700.00	\$560.00
12/21/2020	JSP	PD	Confer with B. Boe and B. Michaelson regarding draft Liquidating Trust Agreement	0.40	700.00	\$280.00
12/21/2020	JSP	PD	Confer with I. Scharf regarding Liquidating Trust Agreement	0.50	700.00	\$350.00
12/21/2020	JSP	PD	Call with C. Hill regarding Liquidating Trust Agreement revisions	0.20	700.00	\$140.00
12/21/2020	IDS	PD	Telephone conference with JSP regarding LT issues.	0.50	700.00	\$350.00
12/21/2020	IDS	PD	Review revised Trust Agreement.	1.00	700.00	\$700.00
12/21/2020	IDS	PD	Email to C. Hill regarding Trust Agreement.	0.30	700.00	\$210.00
12/22/2020	JSP	PD	Revisions to Liquidating Trust Agreement	0.90	700.00	\$630.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/23/2020	JSP	PD	Correspondence (and revised document) concerning Liquidating Trust Agreement	0.60	700.00	\$420.00
12/24/2020	JSP	PD	Analysis regarding plan provision issues raised by C. Hill	1.40	700.00	\$980.00
12/24/2020	JSP	PD	Attention to issues regarding Liquidating Trust Agreement	0.80	700.00	\$560.00
12/24/2020	JSP	PD	Correspondence regarding Liquidating Trust Agreement	0.30	700.00	\$210.00
12/27/2020	JSP	PD	Further review/revisions - Liquidating Trust Agreement	1.40	700.00	\$980.00
12/28/2020	IDS	PD	Revise LT agreement.	0.50	700.00	\$350.00
12/28/2020	IDS	PD	Telephone call with Jason Pomerantz regarding LT agreement and case issues.	0.20	700.00	\$140.00
12/28/2020	JSP	PD	Review revised Liquidating Trust Agreement (with proposed changes)	0.80	700.00	\$560.00
12/28/2020	JSP	PD	Calls with I. Scharf, B. Michaelson and B. Boe regarding case status/Liquidating Trust Agreement	0.60	700.00	\$420.00
12/29/2020	JSP	PD	Analysis of plan/disclosure statement issues based on call with C. Hill regarding same	2.30	700.00	\$1,610.00
12/29/2020	JSP	PD	Confer with C. Hill, I. Scharf, B. Boe and B. Michaelson regarding Liquidating Trust Agreement, including treatment of same under Plan	1.20	700.00	\$840.00
12/30/2020	JSP	PD	Assist with revising Liquidating Trust Agreement	1.10	700.00	\$770.00
12/31/2020	JSP	PD	Attention to issues regarding Liquidating Trust Agreement	0.90	700.00	\$630.00
				52.90		\$37,030.00

Stay Litigation [B140]

12/09/2020	JSP	SL	Call with B. Feldman and I. Scharf regarding Doud Relief from Stay Motion	0.50	700.00	\$350.00
12/16/2020	JSP	SL	Call with C. Hill regarding Doud motion for relief from stay	0.20	700.00	\$140.00
12/16/2020	JSP	SL	Review correspondence/documents regarding Doud/Hiscox	0.60	700.00	\$420.00
12/18/2020	JSP	SL	Call with B. Feldman regarding Doud relief from stay motion	0.50	700.00	\$350.00

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
12/18/2020	JSP	SL	Analysis regarding Doud stay relief issues	0.90	700.00	\$630.00
12/18/2020	IDS	SL	Review pleadings regarding Doud stay relief.	1.20	700.00	\$840.00
12/18/2020	IDS	SL	Telephone call with B. Feldman regarding Doud stay relief.	0.50	700.00	\$350.00
12/21/2020	JSP	SL	Analysis regarding response to Doud motion for relief from stay	0.80	700.00	\$560.00
12/21/2020	JSP	SL	Call with C. Hill regarding Doud matter	0.20	700.00	\$140.00
12/21/2020	JSP	SL	Call with I. Scharf and B. Feldman regarding Doud matter	0.70	700.00	\$490.00
12/22/2020	JSP	SL	Analysis regarding response to Doud motion in preparation for call tomorrow with Debtor's counsel about same	1.20	700.00	\$840.00
12/22/2020	GSG	SL	Call with J.S. Pomerantz re scheduling and Doud motion and joinder.	0.30	700.00	\$210.00
12/22/2020	GSG	SL	Review Doud motion and opposition re R/S; notes re same.	0.70	700.00	\$490.00
12/23/2020	JSP	SL	Calls with B. Feldman, C. Hill and others regarding response to Doud motion for relief from stay	0.70	700.00	\$490.00
12/23/2020	IDS	SL	Review Doud motion for stay relief and Debtor response.	2.00	700.00	\$1,400.00
12/23/2020	IDS	SL	Review pleadings/research regarding D&O coverage.	2.30	700.00	\$1,610.00
12/23/2020	IDS	SL	Telephone conference with Debtor regarding Doud stay relief motion.	0.50	700.00	\$350.00
12/23/2020	GSG	SL	Conference call among debtor's counsel and insurance counsel re Doud R/S and joinder arguments.	0.60	700.00	\$420.00
12/24/2020	JSP	SL	Further analysis regarding response to Doud motion for relief from stay, including impact on Hiscox litigation	2.30	700.00	\$1,610.00
12/28/2020	JSP	SL	Attention to issues regarding Doud relief from stay motion	0.80	700.00	\$560.00
12/29/2020	GSG	SL	Emails to/from debtor's counsel re scheduling and Doud joinder.	0.10	700.00	\$70.00
				<u>17.60</u>		<u>\$12,320.00</u>

				<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Tax Issues [B240]						
12/04/2020	JSP	TI	Analysis regarding further proposed revisions by DOJ to IRS settlement	1.30	700.00	\$910.00
12/07/2020	JSP	TI	Correspondence regarding IRS settlement terms	0.80	700.00	\$560.00
12/07/2020	JSP	TI	Correspondence from B. Feldman regarding IRS settlement terms	0.20	700.00	\$140.00
12/07/2020	IDS	TI	Review revised IRS stipulation.	0.70	700.00	\$490.00
				3.00		\$2,100.00
TOTAL SERVICES FOR THIS MATTER:						\$82,260.00

Expenses

11/19/2020	CC	Conference Call [E105] AT&T Conference Call, JSP	2.63
12/16/2020	PO	75015.00002 :Postage Charges for 12-16-20	1.30
12/17/2020	PO	75015.00002 :Postage Charges for 12-17-20	3.60
12/17/2020	RE2	SCAN/COPY (47 @0.10 PER PG)	4.70
12/17/2020	RE2	SCAN/COPY (43 @0.10 PER PG)	4.30
12/17/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
12/28/2020	PO	75015.00002 :Postage Charges for 12-28-20	1.60
12/28/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
12/28/2020	RE2	SCAN/COPY (34 @0.10 PER PG)	3.40
12/29/2020	PO	75015.00002 :Postage Charges for 12-29-20	1.30
12/30/2020	RE2	SCAN/COPY (1 @0.10 PER PG)	0.10
12/30/2020	RE2	SCAN/COPY (32 @0.10 PER PG)	3.20

Total Expenses for this Matter

\$26.33

Please include this Remittance with your payment

Total Fees	\$82,260.00
Total Expenses	26.33
Total Due on Current Invoice	\$82,286.33

<u>A/R Bill Number</u>	<u>Invoice Date</u>	<u>Fees Billed</u>	<u>Expenses Billed</u>	<u>Balance Due</u>
126534	08/31/2020	\$160,662.50	\$536.59	\$32,132.50
126535	09/30/2020	\$155,774.50	\$542.38	\$31,154.90
126624	10/31/2020	\$88,162.50	\$49.87	\$17,632.50
126669	11/30/2020	\$75,020.00	\$76.67	\$15,004.00

Total Amount Due on Current and Prior Invoices: \$178,210.23

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

)
) Chapter 11
)
) Case No. 20-20230
)
)
)

CERTIFICATE OF SERVICE

I, Melisa DesJardien, am over the age of eighteen years, am employed by Pachulski Stang Ziehl & Jones LLP. I am not a party to the within action; my business address is 10100 Santa Monica Blvd, 13th Floor, Los Angeles, CA 90067. I hereby certify under penalty of perjury that on the 27th day of January, 2021, I electronically filed the **EIGHTH MONTHLY FEE STATEMENT OF PACHULSKI STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ROCHESTER DRUG CO-OPERATIVE, INC. FOR THE PERIOD DECEMBER 1, 2020 THROUGH DECEMBER 31, 2020** with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on January 27, 2021, copies of the above-referenced document were served via First Class US Mail upon the parties set forth below.

Kathleen D. Schmitt, Esq.
Office of the U.S. Trustee
Federal Office Building
100 State Street, Room 6090
Rochester, NY 14614

Stephen A. Donato
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: January 27, 2021

/s/ Melisa DesJardien
Melisa DesJardien

EXHIBIT F
[Proposed Order]

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF NEW YORK**

In re:

ROCHESTER DRUG CO-OPERATIVE, INC.,

Debtor.

Chapter 11

Case No. 20-20230 (PRW)

**ORDER GRANTING
SECOND INTERIM FEE APPLICATION OF PACHULSKI STANG
ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE DEBTOR
FOR THE PERIOD AUGUST 1, 2020 THROUGH DECEMBER 31, 2020**

This matter is before the Court on the Second Interim Fee Application of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of the Debtor for the Period August 1, 2020 through December 31, 2020 (the “Second Compensation Period” and the “Application”) [Doc ____], filed by Pachulski Stang Ziehl & Jones LLP (“PSZJ”), counsel to the Committee. In the Application, PSZJ requests (a) allowance of interim compensation for professional services performed by PSZJ for the Second Compensation Period in the amount of \$561,879.50 (b) reimbursement of its actual and necessary expenses in the amount of \$1,231.84 incurred during the Second Compensation Period, and (c) directing the Debtor to pay PSZJ the amount of \$178,210.23 for the unpaid total.

The Court, having considered the Application and notice of the Application appearing adequate, and having convened a hearing on _____, 2021 and being otherwise

duly advised in the premises, determines that the Application should be, and hereby is GRANTED. Accordingly,

IT IS THEREFORE ORDERED as follows:

1. The Application is GRANTED in its entirety.
2. PSZJ's compensation for professional services rendered during the Second Compensation Period is allowed on an interim basis in the amount of \$561,879.50.
3. Reimbursement of PSZJ's expenses incurred during the Second Compensation Period is allowed on an interim basis in the amount of \$1,231.84.
4. The Debtor is directed to pay PSZJ the amount of \$178,210.23 for the unpaid amounts incurred during the Second Compensation Period.
5. The compensation and reimbursement of expenses awarded in this Order shall be interim and subject to final approval pursuant to section 330(a)(5) of the Bankruptcy Code.
6. The allowance of interim compensation and reimbursement of expenses pursuant to this Order is without prejudice to PSZJ's right to seek additional compensation for services performed and expenses incurred during the Second Compensation Period, which were not processed at the time of the Application.
7. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

###

EXHIBIT G

(Summary of Itemized Time Records)

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY TIMEKEEPER
FOR THE PERIOD OF AUGUST 1, 2020 THROUGH DECEMBER 31, 2020**

(Partners)

NAME OF PROFESSIONAL (in alphabetical order) PARTNERS	EFFECTIVE HOURLY RATE (Capped at \$700 per Hour)	TOTAL HOURS BILLED (in this application)	FEES BILLED
Ilan D. Scharf	\$700.00	121.40	\$ 84,980.00
Richard E. Mikels	\$700.00	84.30	\$ 59,010.00
Jason S. Pomerantz	\$700.00	388.70	\$272,090.00
Totals for Partners:		594.40	\$416,080.00

(Of-Counsel)

NAME OF PROFESSIONAL (in alphabetical order) OF COUNSEL	EFFECTIVE HOURLY RATE (Capped at \$700 per hour)	TOTAL HOURS BILLED (in this application)	FEES BILLED
William L. Ramseyer	\$700.00	17.30	\$ 12,110.00
Gail S. Greenwood	\$700.00	165.50	\$115,850.00
Cia H. Mackle	\$675.00	2.60	\$ 1,755.00
Totals for Of-Counsel:		185.40	\$129,715.00

(Associates)

NAME OF PROFESSIONAL (in alphabetical order) ASSOCIATES	EFFECTIVE HOURLY RATE	TOTAL HOURS BILLED (in this application)	FEES BILLED
Hayley R. Winograd	\$625.00	7.00	\$4,375.00
Totals for Associates:		7.00	\$4,375.00

(Paraprofessionals)

NAME OF PROFESSIONAL (in alphabetical order) Paraprofessionals	EFFECTIVE HOURLY RATE	TOTAL HOURS BILLED (in this application)	FEES BILLED
La Asia S. Canty	\$425.00	21.90	\$ 9,307.50
Melisa DesJardien	\$395.00	2.50	\$ 987.50
Leslie A. Forrester	\$450.00	1.30	\$ 585.00
Cheryl A. Knotts	\$395.00	2.10	\$ 829.50
Totals for Paraprofessionals:		27.80	\$11,709.50

CERTIFICATE OF SERVICE

I, La Asia S. Canty, am over the age of eighteen years, am employed by Pachulski Stang Ziehl & Jones LLP. I am not a party to the within action; my business address is 780 Third Avenue, 34th Floor, New York, New York 10017-2024. I hereby certify under penalty of perjury that on the 3rd day of February, 2021, I electronically filed the ***Second Interim Fee Application of Pachulski Stang Ziehl & Jones LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of the Debtor for the Period August 1, 2020 Through December 31, 2020*** with the Clerk of the Bankruptcy Court for the Western District of New York, using the CM/ECF system.

I also certify that on February 3, 2021, copies of the above-referenced document were served via First Class US Mail upon the parties set forth below.

Kathleen D. Schmitt, Esq.
Office of the U.S. Trustee
Federal Office Building
100 State Street, Room 6090
Rochester, NY 14614

Stephen A. Donato
Bond, Schoeneck & King, PLLC
One Lincoln Center
Syracuse, NY 13202-1355

Dated: February 3, 2021

/s/ La Asia S. Canty
La Asia S. Canty